

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER THE SECURITIES ACT OF 1933



Energy Recovery, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

01-0616867

(I.R.S. Employer Identification No.)

**1717 Doolittle Drive
San Leandro, CA**

(Address of Principal Executive Offices)

94577

(Zip Code)

Energy Recovery, Inc. 2020 Incentive Plan
(Full title of the plan)

**Alexander J. Buehler
Interim President and Chief Executive Officer
1717 Doolittle Drive
San Leandro, CA 94577**

(Name and address of agent for service)

(510) 483-7370

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Andrew D. Thorpe
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
1 Bush Street #1200
San Francisco, CA 94104
(415) 978-9803**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company.
See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer



Non-accelerated filer



Accelerated filer



Smaller reporting company



Emerging growth company



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

PART I
EXPLANATORY NOTE
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

This Registration Statement on Form S-8 (this "Registration Statement") registers additional shares of the Registrant's common stock, par value \$0.001 per share, to be issued pursuant to the Energy Recovery, Inc. 2020 Incentive Plan. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-254911), together with all exhibits filed therewith or incorporated therein by reference, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description
5.1*	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm
23.2*	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included within signature page to this Form S-8)
99.1	Energy Recovery, Inc. 2020 Incentive Plan, as amended and restated effective April 15, 2026 (incorporated herein by reference to Appendix of the Registrant's Definitive Proxy Statement on Schedule 14A filed April 21, 2026)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Energy Recovery, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Leandro, State of California, on August 17, 2026.

Energy Recovery, Inc.

By: /s/ Alexander J. Buehler
Alexander J. Buehler
Interim President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of Energy Recovery, Inc., a Delaware corporation, do hereby constitute and appoint Alexander J. Buehler, Aidan Ryan and William Yeung, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Alexander J. Buehler</u> Alexander J. Buehler	Interim President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 17, 2026
<u>/s/ Aidan Ryan</u> Aidan Ryan	Interim Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 17, 2026
<u>/s/ Pamela L. Tondreau</u> Pamela L. Tondreau	Chair of the Board of Directors	August 17, 2026
<u>/s/ Joan K. Chow</u> Joan K. Chow	Director	August 17, 2026
<u>/s/ Arve Hanstveit</u> Arve Hanstveit	Director	August 17, 2026
<u>/s/ John Mitchell</u> John Mitchell	Director	August 17, 2026
<u>/s/ Colin R. Sabol</u> Colin R. Sabol	Director	August 17, 2026



SILICON VALLEY
ANN ARBOR
ATLANTA
AUSTIN
BEIJING
BOSTON
LOS ANGELES
NEW YORK
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SAN FRANCISCO
SÃO PAULO
SINGAPORE

Exhibit 5.1

August 17, 2026

Energy Recovery, Inc.
1717 Doolittle Drive
San Leandro, California 94577
Re: Energy Recovery, Inc. Registration Statement on Form S-8 for 5,000,000 Shares of Common Stock

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the "Registration Statement") to be filed by Energy Recovery, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Act") of 5,000,000 shares of the Company's common stock, \$0.001 par value per share (the "Common Stock" and such shares the "Shares") issuable in the aggregate under the Company's 2020 Incentive Plan (the "2020 Plan").

As your counsel, we have examined such matters of fact and questions of law as we have deemed necessary in order to render the opinion set forth herein. In connection with our opinion expressed below, we have relied, as to certain factual matters, on information obtained from public officials, officers of the Company and other sources believed by us to be responsible. We express no opinion as to matters governed by any laws other than the laws of the Delaware General Corporation Law and the federal laws of the United States.

Based upon and subject to the foregoing, we advise you that, in our opinion, when the Shares have been issued and delivered pursuant to the applicable provisions of the 2020 Plan, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and non-assessable shares of the Company's Common Stock.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP
One Bush Plaza, Suite 1200 | San Francisco, CA 94104 | gunder.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2026, relating to the financial statements of Energy Recovery, Inc. and the effectiveness of Energy Recovery, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Energy Recovery, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

San Francisco, California

August 17, 2026

[illegible]