

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2015 (April 30, 2015)

Energy Recovery, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-34112
(Commission File Number)

01-0616867
(I.R.S. Employer Identification No.)

1717 Doolittle Dr. San Leandro, CA 94577
(Address if Principal Executive Offices)(Zip Code)

510-483-7370
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Appointment of Chief Accounting Officer

On April 30, 2015, the Board of Directors of Energy Recovery, Inc. (the "Company") appointed Ms. Sharon Smith-Lenox as Corporate Controller and Chief Accounting Officer. Ms. Smith-Lenox joined the Company in February 2013 as Controller. From 2009 to 2013, Ms. Smith-Lenox was Controller for Tigo Energy, a provider of smart module optimizer technology for the solar industry. Previously, Ms. Smith-Lenox was Corporate Controller and Chief Accounting Officer for Maxim Integrated Products, Inc., a public semi-conductor developer and manufacturer of integrated circuits (ICs) for the industrial, communications, consumer, and computing markets. Ms. Smith-Lenox also held various positions of increasing responsibility at the Hewlett-Packard Company, including Americas' Controller for Hewlett-Packard's leasing business. Ms. Smith-Lenox began her professional career at KPMG, San Francisco, advancing to Manager. Ms. Smith-Lenox holds a M.A. in International Relations from the University of California, Berkeley, a B.A. in International Relations from Long Island University, and a B.S. in Accounting from the California State University, East Bay. Ms. Smith-Lenox is a certified public accountant.

As Chief Accounting Officer, Ms. Smith-Lenox will receive an annual base salary of \$210,000 and will also be eligible for an annual bonus in an amount up to 40% of her annual salary based on her achievement toward Company financial and/or other performance goals under the Company's executive bonus plan. Ms. Smith-Lenox has been designated as a participant in the Company's Change of Control Plan, a copy of which is on file with the Securities and Exchange Commission.

There are no family relationships between Ms. Smith-Lenox and any of the officers or directors of the Company. There are no related party transactions with Ms. Smith-Lenox that are reportable under Item 5.02 of Form 8-K and Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits

Exhibits

99.1 Promotion Letter for Ms. Sharon Smith-Lenox

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENERGY RECOVERY, INC.

(Registrant)

Date: **May 1, 2015**

/s/ Juan Otero

Juan Otero

(Corporate Counsel and Secretary)

April 30, 2015



Ms. Sharon Smith-Lenox
Via Email Delivery: Ssmithlenox@energyrecovery.com

Re: Offer of Promotion with Energy Recovery, Inc.

Dear Sharon:

We are pleased to offer you a promotion with Energy Recovery, Inc. ("ERI") as Corporate Controller and Chief Accounting Officer reporting to Joel Gay, President & Chief Executive Officer.

Effective Date and Salary. This promotion is effective April 30, 2015. You will receive a bi-weekly salary of \$8076.93 (annualized \$210,000.00), less deductions authorized or required by law, which will be paid bi-weekly in accordance with the Company's standard payroll procedures.

Annual Incentive Plan. You will continue to participate in the Company's Annual Incentive Plan under which you will be eligible to receive up to forty percent (40%) of your base salary for achieving performance goals.

Long-Term Incentive Plan. You will continue to participate in the LTIP and we will recognize your increased responsibility in 2016.

Change of Control Plan. Under this offer, you will also be named a Participant in the Company's Change in Control Plan, as amended.

Employment Status. Although your status may change, your employment with the Company remains "at will", meaning that either you or the Company will be entitled to terminate your employment at any time and for any reason, with or without cause

We believe that this promotion will provide you an opportunity to not only grow professionally but also allow you to continue to add great value to Energy Recovery, Inc.

Very truly yours,

/s/ Andrew B. Stroud, Jr.

Andrew B. Stroud, Jr.
Vice President, Human Resources

/s/ Sharon Smith-Lenox

Accepted

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