

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Ghasripoor Farshad</u>  (Last) (First) (Middle) C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE  (Street) SAN LEANDRO CA 94577  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc. [ ERII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	02/23/2021		M		8,000	A	\$16 <sup>(2)</sup>	71,430	D	
Common Stock <sup>(1)</sup>	02/23/2021		S		8,000	D	\$16 <sup>(2)</sup>	63,430	D	
Common Stock <sup>(1)</sup>	02/23/2021		M		11,456	A	\$16 <sup>(2)</sup>	74,886	D	
Common Stock <sup>(1)</sup>	02/23/2021		S		11,456	D	\$16 <sup>(2)</sup>	63,430	D	
Common Stock <sup>(1)</sup>	02/23/2021		M		14,791	A	\$16 <sup>(2)</sup>	78,221	D	
Common Stock <sup>(1)</sup>	02/23/2021		S		14,791	D	\$16 <sup>(2)</sup>	63,430	D	
Common Stock <sup>(1)</sup>	02/24/2021		M		7,389	A	\$17	70,819	D	
Common Stock <sup>(1)</sup>	02/24/2021		S		7,389	D	\$17	63,430	D	
Common Stock <sup>(1)</sup>	02/24/2021		M		9,383	A	\$17	72,813	D	
Common Stock <sup>(1)</sup>	02/24/2021		S		9,383	D	\$17	63,430	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$7.5	02/23/2021		M			8,000	(3)	02/01/2028	Common Stock	8,000	\$0	662	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$8.52	02/23/2021		M			11,456	(4)	03/08/2026	Common Stock	11,456	\$0	0	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$8.52	02/23/2021		M			14,791	(4)	03/08/2026	Common Stock	14,791	\$0	0	D	
Employee Stock Option (Right to Buy) <sup>(4)</sup>	\$10.19	02/24/2021		M			7,389	(5)	02/02/2027	Common Stock	7,389	\$0	1,119	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$10.19	02/24/2021		M			9,383	(5)	02/02/2027	Common Stock	9,383	\$0	0	D	

## Explanation of Responses:

- This transaction was effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 14, 2020.
- This figure is the weighted average sales price of multiple trades ranging from \$16.00 to \$16.01 per share. The Reporting Person undertakes to provide the SEC Staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.
- This employee stock option was granted on February 1, 2018. 25% of the options will vest on the 1st anniversary of the grant date; thereafter, the remaining 75% vest 1/36th per month.
- This employee stock option was granted on March 8, 2016. All of the options are fully vested and exercisable.
- This employee stock option was granted on February 2, 2017. All of the options are fully vested and exercisable.

/s/ William Yeung, Attorney-in-Fact for Farshad Ghasripoor

02/25/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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