
**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): November 2, 2022



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 of 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	ERII	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On November 2, 2022, Energy Recovery, Inc. issued an earnings press release announcing its financial results for the third quarter and nine months ended September 30, 2022. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press release of Energy Recovery, Inc., dated November 2, 2022, to report its financial results for the third quarter and nine months ended September 30, 2022.

SIGNATURE

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.

Date: November 2, 2022

Energy Recovery, Inc.

By: /s/ William Yeung

William Yeung
Chief Legal Officer



Energy Recovery Reports 47% Quarterly Product Revenue Growth in Third Quarter

SAN LEANDRO, Calif. - November 2, 2022 - Energy Recovery, Inc. (Nasdaq:ERII) (“Energy Recovery” or the “Company”) today announced its financial results for the third quarter ended September 30, 2022.

Third Quarter Highlights:

- Revenue of \$30.5 million. Full year revenue guidance of \$121–\$125 million, or 16%–20% year-on-year growth, within gross margin expectations guided last year.
- Income from operations of \$4.9 million and adjusted income from operations⁽¹⁾ of \$6.8 million.
- Net income of \$4.8 million, or \$0.08 per share, and adjusted net income per share⁽¹⁾ of \$0.12.
- Adjusted EBITDA⁽¹⁾ of \$7.7 million.
- Cash and investments of \$86.6 million, which include cash, cash equivalents, and short-term and long-term investments.
- We successfully installed and commissioned our PX G1300™ fully integrated with the CO₂ refrigeration rack for Vallarta Supermarkets in California.
- We released our third annual Environmental, Social, and Governance (“ESG”) report which can be found on our website and using this link: <https://ir.energyrecovery.com/websites/energyrecover/English/6500/esg-at-energy-recovery.html#>.

Robert Mao, Chairman, President and CEO, commented on the financial results, “We continue to make important strides in all three of our businesses, and believe we have the right products and strategy to deliver on our goals despite the challenging macro-economic environment. In our CO₂ refrigeration business, we have gone live with the installation of our PX G1300 with Vallarta Supermarkets in California. This is the second installation in a grocery store for the PX G1300, and we are collecting valuable data and proving the efficiency gains the PX G1300 delivers in CO₂ refrigeration racks.”

Mr. Mao added, “In addition, the reference designs published on our website have piqued the interest of additional commercial and industrial refrigeration manufacturers. As a result of this, we will be shipping PX G1300 units to various customers for installation in the later part of this year, or early 2023. These units will be used for initial deployments in both commercial and industrial refrigeration applications.”

“Sales in our industrial wastewater business continue to grow and we should exceed our full-year guidance of \$3.0 million. In our water business we launched the PX Q400 pressure exchanger, which is the next evolution of our PX® Pressure Exchanger® technology. This new addition to our PX offering is our most efficient PX available for use in both SWRO and industrial wastewater applications.”

Financial Highlights

Third Quarter (Quarter to Date)

	GAAP			Non-GAAP ⁽¹⁾		
	Q3 2022	Q3 2021	vs. Q3 2021	Q3 2022	Q3 2021	vs. Q3 2021
	<i>(In millions except for percentages, basis points and per share amounts)</i>					
Revenue	\$30.5	\$20.8	up 47%	\$30.5	\$20.8	up 47%
Gross margin	69.1%	70.6%	down 150 bps	69.5%	71.1%	down 160 bps
Operating margin	16.1%	6.9%	up 920 bps	22.4%	12.8%	up 960 bps
Net income	\$4.8	\$1.1	up 347%	\$6.5	\$2.3	up 182%
Net income per share	\$0.08	\$0.02	up 300%	\$0.12	\$0.04	up 200%
Effective tax rate	7.2%	26.8%		8.7%	14.9%	
Adjusted EBITDA				\$7.7	\$3.7	up 109%
Free cash flow				(\$1.6)	(\$6.7)	

Fiscal Year (Year to Date)

	GAAP			Non-GAAP ⁽¹⁾		
	2022	2021	2022 vs. 2021	2022	2021	2022 vs. 2021
	<i>(In millions, except net income per share, percentages and basis points)</i>					
Revenue	\$83.3	\$70.3	up 18%	\$83.3	\$70.3	up 18%
Gross margin	69.0%	68.4%	up 60 bps	69.4%	68.8%	up 60 bps
Operating margin	12.3%	11.2%	up 110 bps	20.3%	17.7%	up 260 bps
Net income	\$10.3	\$9.0	up 15%	\$15.8	\$11.2	up 41%
Net income per share	\$0.18	\$0.15	up 20%	\$0.28	\$0.20	up 40%
Effective tax rate	3.5%	(12.4%)		9.1%	11.0%	
Adjusted EBITDA				\$19.8	\$15.5	up 28%
Free cash flow				\$3.3	\$2.4	

⁽¹⁾ “Adjusted income from operations,” “Adjusted net income per share,” “Free cash flow” and “Adjusted EBITDA” are non-GAAP financial measures. Refer to the sections “Use of Non-GAAP Financial Measures” and “Reconciliation of Non-GAAP Financial Measures.”

Forward-Looking Statements

Certain matters discussed in this press release and on the conference call are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including our expectations on full year revenue and gross margin guidance; our belief that the PX Q400 is the highest performing PX available for SWRO and industrial wastewater facilities; and our belief that the Company has the right products and strategy to survive the macro-economic environment and our goals. These forward-looking statements are based on information currently available to us and on management’s beliefs, assumptions, estimates, or projections and are not guarantees of future events or results. Potential risks and uncertainties include any other factors that may have been discussed herein regarding the risks and uncertainties of the Company’s business, and the risks discussed under “Risk Factors” in the Company’s Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) for the year ended December 31, 2021, as well as other reports filed by the Company with the SEC from time to time. Because such forward-looking statements involve risks and uncertainties, the Company’s actual results may differ materially from the predictions in these forward-looking statements. All forward-looking statements are made as of today, and the Company assumes no obligation to update such statements.

Use of Non-GAAP Financial Measures

This press release includes certain non-GAAP financial measures, including adjusted income from operations, adjusted net income per share, adjusted EBITDA and free cash flow. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that either exclude or include amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles in the United States of America, or GAAP. These non-GAAP financial measures do not reflect a comprehensive system of accounting, differ from GAAP measures with the same captions, and may differ from non-GAAP financial measures with the same or similar captions that are used by other companies. As such, these non-GAAP measures should be considered as a supplement to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. The Company uses these non-GAAP financial measures to analyze its operating performance and future prospects, develop internal budgets and financial goals, and to facilitate period-to-period comparisons. The Company believes these non-GAAP financial measures reflect an additional way of viewing aspects of its operations that, when viewed with its GAAP results, provide a more complete understanding of factors and trends affecting its business.

Notes to the Third Quarter and Year to Date 2022 Financial Results

- *Adjusted income from operations* is a non-GAAP financial measure that the Company defines as income from operations which excludes i) share-based compensation; and ii) non-recurring costs, such as severance costs and accelerated depreciation.
- *Adjusted net income per share* is a non-GAAP financial measure that the Company defines as net income, which excludes i) share-based compensation; and ii) non-recurring costs, such as severance costs and accelerated depreciation, and iii) the applicable tax effect of the excluded items including the share-based compensation discrete tax item, divided by basic shares outstanding.
- *Adjusted EBITDA* is a non-GAAP financial measure that the Company defines as net income which excludes i) depreciation and amortization; ii) share-based compensation; iii) non-recurring costs, such as severance costs; iv) other income, net, such as interest income and other non-operating (expense) income, net; and v) provision for (benefit from) income taxes.
- *Free cash flow* is a non-GAAP financial measure that the Company defines as net cash provided by (used in) operating activities less capital expenditures.

Conference Call to Discuss Third Quarter 2022 Financial Results

LIVE CONFERENCE CALL:

Wednesday, November 2, 2022, 2:00 PM PT / 5:00 PM ET

Listen-only, US / Canada Toll-Free: +1 (877) 709-8150

Listen-only, Local / International Toll: +1 (201) 689-8354

CONFERENCE CALL REPLAY:

Expiration: Friday, December 2, 2022

US / Canada Toll-Free: +1 (877) 660-6853

Local / International Toll: +1 (201) 612-7415

Access code: 13732700

Investors may access the live call and the replay (approximately three hours after the live call concludes) over the internet at: ir.energyrecovery.com/websites/energyrecover/English/2200/calendar.html

Disclosure Information

Energy Recovery uses the investor relations section on its website as means of complying with its disclosure obligations under Regulation FD. Accordingly, investors should monitor Energy Recovery's investor relations website in addition to following Energy Recovery's press releases, SEC filings, and public conference calls and webcasts.

About Energy Recovery

Energy Recovery, Inc., creates technologies that solve complex challenges for commercial and industrial fluid-flow markets worldwide. Building on an innovative pressure exchanger technology platform, they design and manufacture solutions that make commercial and industrial processes more efficient and sustainable. What began as a game-changing invention for desalination has grown into a global business accelerating the environmental sustainability of customers' operations in multiple industries. Headquartered in the San Francisco Bay Area, Energy Recovery has manufacturing and research and development facilities across California and Texas with sales and on-site technical support available globally. To learn more, visit <https://energyrecovery.com/>.

Contact

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ENERGY RECOVERY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2022	December 31, 2021
<i>(In thousands)</i>		
ASSETS		
Cash, cash equivalents and investments	\$ 86,558	\$ 107,988
Accounts receivable and contract assets	19,313	21,108
Inventories, net	32,132	20,383
Prepaid expenses and other assets	5,486	4,582
Property, equipment and operating leases	32,234	35,014
Goodwill and other intangible assets	12,819	12,827
Deferred tax assets and other assets	11,579	11,788
TOTAL ASSETS	\$ 200,121	\$ 213,690
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 13,250	\$ 14,903
Contract liabilities	2,209	3,406
Lease liabilities	15,284	16,443
Other liabilities, non-current	75	159
Total liabilities	30,818	34,911
Stockholders' equity	169,303	178,779
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 200,121	\$ 213,690

ENERGY RECOVERY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	<i>(In thousands, except per share data)</i>			
Revenue	\$ 30,462	\$ 20,781	\$ 83,300	\$ 70,328
Cost of revenue	9,417	6,089	25,835	22,251
Gross profit	<u>21,045</u>	<u>14,692</u>	<u>57,465</u>	<u>48,077</u>
Operating expenses				
General and administrative	7,608	5,853	21,155	18,641
Sales and marketing	4,703	2,996	11,916	8,236
Research and development	3,828	4,416	14,170	13,342
Total operating expenses	<u>16,139</u>	<u>13,265</u>	<u>47,241</u>	<u>40,219</u>
Income from operations	<u>4,906</u>	<u>1,427</u>	<u>10,224</u>	<u>7,858</u>
Other income, net	254	37	477	158
Income before income taxes	<u>5,160</u>	<u>1,464</u>	<u>10,701</u>	<u>8,016</u>
Provision for (benefit from) income taxes	371	393	377	(990)
Net income	<u>\$ 4,789</u>	<u>\$ 1,071</u>	<u>\$ 10,324</u>	<u>\$ 9,006</u>
Net income per share				
Basic	\$ 0.09	\$ 0.02	\$ 0.18	\$ 0.16
Diluted	\$ 0.08	\$ 0.02	\$ 0.18	\$ 0.15
Number of shares used in per share calculations				
Basic	55,881	57,026	56,291	57,053
Diluted	57,372	58,709	57,708	58,785

ENERGY RECOVERY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
	2022	2021
	<i>(In thousands)</i>	
Cash flows from operating activities:		
Net income	\$ 10,324	\$ 9,006
Non-cash adjustments	11,136	8,153
Net cash used in operating assets and liabilities	(15,192)	(9,865)
Net cash provided by operating activities	6,268	7,294
Cash flows from investing activities:		
Net investment in marketable securities	(1,857)	(22,653)
Capital expenditures, net	(2,265)	(4,894)
Net cash used in investing activities	(4,122)	(27,547)
Cash flows from financing activities:		
Net proceeds from issuance of common stock	2,244	8,939
Repurchase of common stock	(26,654)	(17,156)
Net cash used in financing activities	(24,410)	(8,217)
Effect of exchange rate differences	38	(40)
Net change in cash, cash equivalents and restricted cash	\$ (22,226)	\$ (28,510)
Cash, cash equivalents and restricted cash, end of period	\$ 52,235	\$ 65,848

ENERGY RECOVERY, INC.
SUPPLEMENTAL FINANCIAL INFORMATION
(Unaudited)

Channel Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2022	2021	vs. 2021	2022	2021	vs. 2021
	<i>(In thousands, except percentages)</i>					
Megaproject	\$ 17,347	\$ 13,275	up 31%	\$ 51,257	\$ 50,307	up 2%
Original equipment manufacturer	9,032	4,844	up 86%	21,392	11,909	up 80%
Aftermarket	4,083	2,662	up 53%	10,651	8,112	up 31%
Total Revenues	\$ 30,462	\$ 20,781	up 47%	\$ 83,300	\$ 70,328	up 18%

Segment Activity

	Three Months Ended September 30, 2022				Three Months Ended September 30, 2021			
	Water	Emerging Technologies	Corporate	Total	Water	Emerging Technologies	Corporate	Total
	<i>(In thousands)</i>							
Revenue	\$ 30,462	\$ —	\$ —	\$ 30,462	\$ 20,767	\$ 14	\$ —	\$ 20,781
Cost of revenue	9,417	—	—	9,417	6,089	—	—	6,089
Gross profit	21,045	—	—	21,045	14,678	14	—	14,692
Operating expenses								
General and administrative	1,911	878	4,819	7,608	1,437	1,373	3,043	5,853
Sales and marketing	3,242	960	501	4,703	2,250	327	419	2,996
Research and development	1,216	2,612	—	3,828	762	3,654	—	4,416
Total operating expenses	6,369	4,450	5,320	16,139	4,449	5,354	3,462	13,265
Operating income (loss)	\$ 14,676	\$ (4,450)	\$ (5,320)	\$ 4,906	\$ 10,229	\$ (5,340)	\$ (3,462)	\$ 1,427

	Nine Months Ended September 30, 2022				Nine Months Ended September 30, 2021			
	Water	Emerging Technologies	Corporate	Total	Water	Emerging Technologies	Corporate	Total
	<i>(In thousands)</i>							
Revenue	\$ 83,191	\$ 109	\$ —	\$ 83,300	\$ 70,275	\$ 53	\$ —	\$ 70,328
Cost of revenue	25,817	18	—	25,835	22,251	—	—	22,251
Gross profit	57,374	91	—	57,465	48,024	53	—	48,077
Operating expenses								
General and administrative	4,909	3,140	13,106	21,155	4,777	3,854	10,010	18,641
Sales and marketing	8,197	2,120	1,599	11,916	6,535	735	966	8,236
Research and development	3,159	11,011	—	14,170	1,858	11,484	—	13,342
Total operating expenses	16,265	16,271	14,705	47,241	13,170	16,073	10,976	40,219
Operating income (loss)	\$ 41,109	\$ (16,180)	\$ (14,705)	\$ 10,224	\$ 34,854	\$ (16,020)	\$ (10,976)	\$ 7,858

Share-based Compensation

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	<i>(In thousands)</i>			
Stock-based compensation expense charged to:				
Cost of revenue	\$ 124	\$ 86	\$ 370	\$ 314
General and administrative	743	628	2,735	2,235
Sales and marketing	426	271	1,232	1,048
Research and development	205	248	767	979
Total stock-based compensation expense	\$ 1,498	\$ 1,233	\$ 5,104	\$ 4,576

ENERGY RECOVERY, INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES ⁽¹⁾
(Unaudited)

This press release includes certain non-GAAP financial information because we plan and manage our business using such information. The following table reconciles the GAAP financial information to the non-GAAP financial information.

	Quarter-to-Date		Year-to-Date	
	Q3'2022	Q3'2021	2022	2021
	<i>(In millions, except shares, per share and percentages)</i>			
Gross margin (GAAP)	69.1%	70.6%	69.0%	68.4%
Share-based compensation	0.4%	0.5%	0.4%	0.4%
Adjusted gross margin (non-GAAP)	69.5%	71.1%	69.4%	68.8%
Income from operations (GAAP)	\$ 4.9	\$ 1.4	\$ 10.2	\$ 7.9
Share-based compensation	1.5	1.2	5.1	4.6
Severance	—	—	0.3	—
Accelerated depreciation	—	—	0.9	—
Litigation charges	0.4	—	0.4	—
Adjusted income from operations (non-GAAP)	\$ 6.8	\$ 2.7	\$ 16.9	\$ 12.4
Operating margin (GAAP)	16.1 %	6.9 %	12.3 %	11.2 %
Share-based compensation	4.9 %	5.9 %	6.1 %	6.5 %
Severance	— %	— %	0.4 %	— %
Accelerated depreciation	— %	— %	1.0 %	— %
Litigation charges	1.4 %	— %	0.5 %	— %
Adjusted operating margin (non-GAAP)	22.4 %	12.8 %	20.3 %	17.7 %
Net income (GAAP)	\$ 4.8	\$ 1.1	\$ 10.3	\$ 9.0
Share-based compensation ⁽²⁾	1.5	1.2	5.1	4.6
Severance ⁽²⁾	—	—	0.3	—
Accelerated depreciation ⁽²⁾	—	—	0.7	—
Litigation charges ⁽²⁾	0.4	—	0.4	—
Share-based compensation discrete tax item	(0.2)	—	(1.0)	(2.4)
Adjusted net income (non-GAAP)	\$ 6.5	\$ 2.3	\$ 15.8	\$ 11.2
Net income per share (GAAP)	\$ 0.08	\$ 0.02	\$ 0.18	\$ 0.15
Adjustments to net income per share ⁽³⁾	0.04	0.02	0.10	0.05
Adjusted net income per share (non-GAAP)	\$ 0.12	\$ 0.04	\$ 0.28	\$ 0.20
Shares used in calculating adjusted net income per share (in thousands)				
Diluted shares (GAAP)	57,372	58,709	57,708	58,785
Less: Dilutive equity awards	1,491	1,683	1,417	1,732
Diluted shares (non-GAAP)	55,881	57,026	56,291	57,053
Effective tax rate (GAAP)	7.2%	26.8%	3.5%	(12.4%)
Adjustments to effective tax rate ⁽⁴⁾	1.5%	(11.9%)	5.6%	23.3%
Adjusted effective tax rate (non-GAAP)	8.7%	14.9%	9.1%	11.0%
Net income (GAAP)	\$ 4.8	\$ 1.1	\$ 10.3	\$ 9.0
Share-based compensation	1.5	1.2	5.1	4.6
Severance	—	—	0.3	—
Depreciation and amortization	0.9	1.0	3.8	3.1
Litigation charges	0.4	—	0.4	—
Other income, net	(0.3)	—	(0.5)	(0.2)
Provision for (benefit from) income taxes	0.4	0.4	0.4	(1.0)
Adjusted EBITDA (non-GAAP)	\$ 7.7	\$ 3.7	\$ 19.8	\$ 15.5
Free cash flow				
Net cash provided by (used in) operating activities	\$ (1.2)	\$ (4.2)	\$ 6.3	\$ 7.3
Capital expenditures	(0.4)	(2.5)	(3.0)	(4.9)
Free cash flow (non-GAAP)	\$ (1.6)	\$ (6.7)	\$ 3.3	\$ 2.4

- (1) Amounts may not total due to rounding.
- (2) Amount presented are net of tax.
- (3) Adjustments to net income per share reflects the adjustments for share-based compensation discrete tax item, and share-based compensation, severance costs and accelerated depreciation, net of taxes, on a per share basis.
- (4) Adjustments to effective tax rate reflects adjustments for share-based compensation discrete tax item, share-based compensation, severance costs and accelerated depreciation.