



Exchange Act.

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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

On May 3, 2018, Energy Recovery, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Report”) to announce the appointment of Mr. Chris M. Gannon as the Company’s President and Chief Executive Officer. At the time of the filing of the Original Report, Mr. Gannon’s compensation as President and Chief Executive Officer had not yet been determined by the Company’s Compensation Committee. Pursuant to Item 5.02(c) of Current Report on Form 8-K, the Company is filing this Amendment No. 1 to the Original Report (the “Amendment”) solely for the purpose of disclosing a brief description of Mr. Gannon’s compensation arrangements as President and Chief Executive Officer. The information contained in the Amendment should be read in conjunction with the information contained in the Original Report.

Mr. Gannon’s compensation as President and Chief Executive Officer are set forth in that certain Offer of Promotion to President and Chief Executive Officer, Energy Recovery, Inc. (the “Promotion Letter”). Pursuant to the terms of the Promotion Letter, Mr. Gannon will receive an annual salary of \$425,000, be eligible for an annual bonus in an amount up to 100% of his annual salary, a one-time option to purchase \$100,000 worth of the Company’s common stock and standard Company benefits.

The foregoing description of the Promotion Letter does not purport to be complete and is qualified in its entirety by reference to the Promotion Letter, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number Description of Document

10.1 Offer of Promotion to President and Chief Executive Officer, Energy Recovery, Inc.

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: May 8, 2018

Energy Recovery, Inc.

By: /s/ William Yeung  
William Yeung  
General Counsel