

Siebert Eric  
Form 4/A  
March 18, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Siebert Eric

(Last) (First) (Middle)

C/O ENERGY RECOVERY, 1717  
DOOLITTLE DRIVE

(Street)

SAN LEANDRO, CA 94577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Energy Recovery, Inc. [ERII]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/31/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/05/2019

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP, Oil and Gas

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u>	01/31/2019		A	21,381	A \$ 7.6	115,115	D
Common Stock <u>(3)</u>	02/05/2019		F	1,428	D \$ 8.6505	113,687	D
Common Stock <u>(5)</u>	02/04/2019		F	2,268	D \$ 7.7161	111,419	D
Common Stock <u>(5)</u>	02/05/2019		F	1,665	D \$ 7.764	109,754	D

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.6	01/31/2019		A	35,800	<u>(7)</u> 01/31/2029	Common Stock	35,800

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Siebert Eric C/O ENERGY RECOVERY 1717 DOOLITTLE DRIVE SAN LEANDRO, CA 94577	VP, Oil and Gas

## Signatures

/s/ William Yeung, Attorney-in-Fact for Eric  
Siebert

03/18/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Each restricted stock unit represents the right to receive, at settlement, one (1) share of the Company's Common Stock.
- (2) The restricted stock unit award was granted on January 31, 2019 and vests 25% on each of the first four anniversaries of the grant date.
- (3) Payment of tax obligation by withholding securities incident to the vesting of the securities in accordance with Rule 16b-3(e).
- (4) Represents the weighted average stock price of the shares withheld to cover the tax obligation for each restricted stock unit award vesting.

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- (5) Payment of tax obligation by selling securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (6) Represents the weighted average stock price of the shares sold to cover the tax obligation for restricted stock unit award vesting.
- (7) This employee stock option was granted on January 31, 2019. 25% of the options will vest on the 1st anniversary of the grant date; thereafter, the remaining 75% vest 1/36th per month.

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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