

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACM RESEARCH, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

94-3290283
(I.R.S. Employer Identification No.)

**42307 Osgood Road, Suite I
Fremont, California**
(Address of principal executive offices)

94539
(Zip code)

2016 Omnibus Incentive Plan
(Full title of the plan)

David H. Wang
Chief Executive Officer and President
ACM Research, Inc.
42307 Osgood Road, Suite I
Fremont, California 94539
(510) 445-3700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
Michael A. Hedge
Jason C. Dreibelbis
K&L Gates LLP
1 Park Plaza, Twelfth Floor
Irvine, California 92614
(949) 253-0900

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relating to the 2016 Omnibus Incentive Plan of the registrant is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-222702, filed by the registrant with the Securities and Exchange Commission on January 25, 2018.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of ACM Research, Inc. (incorporated herein by reference to Exhibit 3.01 to the Current Report on Form 8-K filed on November 14, 2017)
4.2	Certificate of Amendment to Restated Certificate of Incorporation of ACM Research, Inc., dated July 13, 2021 (incorporated herein by reference to Exhibit 3.01 to the Current Report filed on July 13, 2021)
4.3	Restated Bylaws of ACM Research, Inc. (incorporated herein by reference to Exhibit 3.02 to the Current Report on Form 8-K filed on November 14, 2017)
5.1	Opinion of K&L Gates LLP
23.1	Consent of Ernst & Young Hua Ming LLP
23.2	Consent of Armanino LLP
23.3	Consent of BDO China Shu Lun Pan Certified Public Accountants LLP
23.4	Consent of K&L Gates LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this registration statement)
99.1	ACM Research, Inc. 2016 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.01 to the Quarterly Report on Form 10-Q filed on December 8, 2017)
107	Filing Fee Table

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, as of March 18, 2024.

ACM RESEARCH, INC.

/s/ Mark A. McKechnie

Mark A. McKechnie

Chief Financial Officer, Executive Vice President and Treasurer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints David H. Wang and Mark A. McKechnie, or any of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to file and sign any and all amendments, including post-effective amendments and any registration statement for the same offering that is to be effective under Rule 462(b) of the Securities Act of 1933 to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David H. Wang</u> David H. Wang	Chief Executive Officer, President and Chair of the Board of Directors <i>(Principal Executive Officer)</i>	March 18, 2024
<u>/s/ Mark A. McKechnie</u> Mark A. McKechnie	Chief Financial Officer, Executive Vice President and Treasurer <i>(Principal Financial and Accounting Officer)</i>	March 18, 2024
<u>/s/ Haiping Dun</u> Haiping Dun	Director	March 18, 2024
<u>/s/ Chenming Hu</u> Chenming Hu	Director	March 18, 2024
<u>/s/ Tracy Liu</u> Tracy Liu	Director	March 18, 2024
<u>/s/ Xiao Xing</u> Xiao Xing	Director	March 18, 2024

K&L Gates LLP
1 Park Plaza, Twelfth Floor
Irvine, California 92614

March 18, 2024

ACM Research, Inc.
42307 Osgood Road, Suite I
Fremont, California 94539

Ladies and Gentlemen:

We have acted as counsel to ACM Research, Inc., a Delaware corporation (the "*Company*"), in connection with the preparation of the Registration Statement on Form S-8 (the "*Registration Statement*") to be filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 1933, as amended (the "*Securities Act*"), of 2,442,319 shares (the "*Shares*") of the Company's Class A common stock, \$0.0001 par value per share, which are to be issued from time to time in connection with the Company's 2016 Omnibus Incentive Plan (the "*Plan*").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined copies of the Plan, the Registration Statement, the Company's Restated Certificate of Incorporation (as amended to date) and Restated Bylaws, and the corporate actions of the Company that provide for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We also have examined and relied upon certificates of public officials and, in rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Based upon and subject to the foregoing and the additional qualifications and other matters set forth below, we are of the opinion that the Shares have been duly and validly authorized and reserved for issuance and that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed in this opinion letter is limited to the laws of the State of Delaware. The foregoing opinion is rendered as of the date of this letter. We assume no obligation to update or supplement such opinion in order to reflect any changes of law or fact that may occur.

We are furnishing this opinion letter to you solely in connection with the Registration Statement. You may not rely on this opinion letter in any other connection, and it may not be furnished to or relied upon by any other person for any purpose, without our specific prior written consent. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Omnibus Incentive Plan of ACM Research, Inc. of our reports dated February 28, 2024, with respect to the consolidated financial statements of ACM Research, Inc. and the effectiveness of internal control over financial reporting of ACM Research, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP

Shanghai, the People's Republic of China

March 18, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 1, 2023, relating to the consolidated financial statements of ACM Research, Inc. and subsidiaries (the "Company") appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ArmaninoLLP
San Ramon, California

March 18, 2024



立信会计师事务所(特殊普通合伙)
BDO CHINA SHU LUN PAN CERTIFIED PUBLIC ACCOUNTANTS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

ACM Research, Inc.
42307 Osgood Road, Suite I
Fremont, California 94539
United States

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of ACM Research, Inc. (the “Company”) of our report dated March 1, 2022 except for the effects of the common stock split discussed in Notes 1 and 2 to the consolidated financial statements of the Company, as to which the date is March 1, 2023, relating to the consolidated financial statements of the Company, which appear in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO China Shu Lun Pan Certified Public Accountants LLP

Shenzhen, the People’s Republic of China
March 18, 2024

Calculation of Filing Fee Table
Form S-8
(Form Type)
ACM Research, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	Rules 457(c) and 457(h)	2,442,319	\$ 29.11	\$ 71,095,906.10	0.00014760	\$ 10,493.76
Total Offering Amounts					<u>\$ 71,095,906.10</u>		<u>\$ 10,493.76</u>
Total Fee Offsets							<u>\$ 0.00</u>
Net Fee Due							<u>\$ 10,493.76</u>

- (1) Consists of additional shares available for issuance under the registrant's 2016 Omnibus Incentive Plan as the result of an annual increase effective as of January 1, 2024. In accordance with Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low prices of the registrant's Class A common stock as reported on The NASDAQ Global Market on March 13, 2024.