

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): July 13, 2021

ACM Research, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-38273  
(Commission File Number)

94-3290283  
(IRS Employer Identification No.)

42307 Osgood Road, Suite I  
Fremont, California  
(Address of Principal Executive Offices)

94539  
(Zip Code)

Registrant's telephone number, including area code: (510) 445-3700

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:

Title of each class	Trading symbol	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	ACMR	Nasdaq Global Market

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 2, 2021, we held our 2021 Annual Meeting of Stockholders at which our stockholders voted, among other things, to approve an amendment to our restated certificate of incorporation to:

- increase the authorized number of shares of Class A common stock from 50,000,000 to 150,000,000, with 60,000,000 of the 100,000,000 additional authorized shares of Class A common stock being available for issuance only as dividends on outstanding shares of Class A common stock;
- increase the authorized number of shares of Class B common stock from 2,409,738 to 5,307,816, with all of the authorized but unissued shares of Class B common stock being available for issuance only as dividends on outstanding shares of Class B common stock; and
- remove a now-obsolete provision related to the automatic conversion of Class B common stock into Class A common stock.

In connection with the approval of the amendment to our restated certificate of incorporation, we filed a certificate of amendment to our restated certificate of incorporation with the Secretary of State of the State of Delaware on July 13, 2021.

The foregoing description does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the certificate of amendment to our restated certificate of incorporation, a copy of which is attached hereto as Exhibit 3.01 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit</b>	<b>Description</b>
<a href="#">3.01</a>	Certificate of Amendment to Restated Certificate of Incorporation of ACM Research, Inc., dated July 13, 2021
104	Cover Page Interactive Data File (embedded within the XBRL document)

**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.

ACM RESEARCH, INC.

By: /s/ Mark McKechnie

Mark McKechnie

Chief Financial Officer and Treasurer

Dated: July 13, 2021

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**CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
ACM RESEARCH, INC.**

ACM Research, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. This Certificate of Amendment hereby amends the Corporation’s Restated Certificate of Incorporation (as amended prior to the date hereof, the “*Certificate of Incorporation*”) as set forth herein.
2. The first paragraph of Article III of the Certificate of Incorporation is hereby amended and restated as follows:

The total number of shares of capital stock that the Corporation is authorized to issue is 165,307,816, each of which shares has a par value of \$0.0001. The Corporation is authorized to issue three classes of capital stock, which are designated “*Class A Common Stock*,” “*Class B Common Stock*” and “*Preferred Stock*.” Of the 165,307,816 authorized shares of capital stock, 150,000,000 shares shall be designated as Class A Common Stock (“*Class A Common Shares*”), 5,307,816 shares shall be designated as Class B Common Stock (“*Class B Common Shares*”) and 10,000,000 shares shall be designated as Preferred Stock (“*Preferred Shares*”). Class A Common Shares and Class B Common Shares are referred to collectively as “*Common Shares*”. Of the 150,000,000 authorized Class A Common Shares, 60,000,000 shall be issued only as dividends on outstanding Class A Common Shares. Of the 5,307,816 authorized Class B Common Shares, 3,538,544 shall be issued only as dividends on outstanding Class B Common Shares.

3. Section A(4)(b)(i) of Article III of the Certificate of Incorporation is hereby amended and restated as follows:

(b) Automatic Conversion.

(i) A Class B Common Share shall be immediately and automatically converted into one fully paid and nonassessable Class A Common Share, upon any of the following (each a “*Common Conversion Event*” with respect to such Class B Common Share):

- (A) the occurrence of a Transfer, other than a Permitted Transfer, of such Class B Common Share; or
- (B) the receipt by the Corporation of the affirmative vote at a duly noticed stockholders meeting of the holders of a majority of the Class B Common Shares then outstanding in favor of the conversion of all of the Class B Common Shares.

For purposes of clarity, a Common Conversion Event pursuant to the preceding clause (A) shall apply only with respect to the share or shares being Transferred (other than in a Permitted Transfer) and not with respect to any other outstanding Class B Common Shares and a Common Conversion Event pursuant to the preceding clause (B) shall apply to all outstanding Class B Common Shares.

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4. Section A(4)(c)(ii) of Article III of the Certificate of Incorporation is hereby amended and restated as follows:

(ii) [THIS SECTION INTENTIONALLY LEFT BLANK]

5. Each of the foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

6. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of July 13, 2021.

ACM RESEARCH, INC.

By: /s/ Mark McKechnie

Mark McKechnie

Chief Financial Officer and Treasurer

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