

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

SCHEDULE 14A
Proxy Statement Pursuant to
Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. 1)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12



ACM Research, Inc.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

On May 1, 2023, ACM Research, Inc. (the “Company”) filed its Definitive Proxy Statement on Schedule 14A (the “Original Proxy Statement”) with the Securities and Exchange Commission for its 2023 Annual Meeting of Stockholders.

This Amendment to the Original Proxy Statement (this “Amendment”) is being filed to correct an error in a footnote to the 2022 Director Compensation table on page 19 of the Original Proxy Statement (the “Director Compensation Table”). Accordingly, this Amendment amends and restates the Director Compensation Table in its entirety.

Except as specifically set discussed in this Explanatory Note, this Amendment does not otherwise modify or update any other disclosures in the Original Proxy Statement. This Amendment should be read together with the Original Proxy Statement, which should be read in its entirety, and from and after the date of this filing any references to “Proxy Statement” are to the Original Proxy Statement as amended by this Amendment. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to them in the Proxy Statement.

AMENDMENT TO THE ORIGINAL PROXY STATEMENT

The Director Compensation Table on page 19 of the Original Proxy Statement is hereby amended and restated in its entirety to read as follows:

The following table shows the total compensation for non-employee directors during 2022. David Wang, our sole executive officer who served as a member of the board during 2022, did not receive any additional compensation for such service as a director.

2022 DIRECTOR COMPENSATION

Director	Fees Earned or Paid in Cash(\$)	Option Awards\$(1)	All Other Compensation(\$)	Total(\$)
Haiping Dun(2)	\$ 40,500	\$199,560	—	\$240,060
Chenming C. Hu(2)	28,500	199,560	—	228,060
Tracy Liu(2)	112,500(3)	199,560	—	312,060
Xiao Xing	13,500	199,560	—	213,060
Yinan Xiang	—	—	—	—

- (1) The amounts shown represent the aggregate grant date fair value, determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation, of non-qualified stock options granted on June 30, 2022 to acquire, subject to vesting, a total of 24,000 shares of Class A common stock at an exercise price of \$16.83 per share. Each such option will, subject to continued board service, will vest in full immediately prior to the 2023 Annual Meeting. The amounts do not necessarily correspond to the actual amounts that may be earned by the directors. For assumptions made in valuing these awards and related information, see Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. As of December 31, 2022, (a) Dr. Dun held stock options for 404,001 shares of Class A common stock and 69,230 shares of ACM Shanghai, (b) Dr. Hu held stock options for 39,000 shares of Class A common stock, (c) Ms. Liu held stock options for 186,000 shares of Class A common stock, and (d) Ms. Xing held stock options for 24,000 shares of Class A common stock.
- (2) Chair of a board committee during 2022.
- (3) Includes \$75,000 paid to Ms. Liu for her service on a special subcommittee of the board of directors during 2022.