

Ghasripor Farshad
Form 3/A
November 30, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Ghasripor Farshad</p> <p>(Last) (First) (Middle)</p> <p>C/O ENERGY RECOVERY, INC.,Â 1717 DOOLITTLE DRIVE</p> <p>(Street)</p> <p>SAN LEANDRO,Â CAÂ 94577</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/16/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Energy Recovery, Inc. [ERII]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Technology Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/16/2017</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 9,231 | D | Â |
| Common Stock ⁽²⁾ | 11,040 ⁽³⁾ | D | Â |
| Common Stock | 4,095 | D | Â |
| Common Stock ⁽⁴⁾ | 5,230 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | Â (5) | 03/14/2023 | Common Stock | 5,388 | \$ 3.92 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 03/12/2024 | Common Stock | 31,667 | \$ 6 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 03/10/2025 | Common Stock | 39,720 | \$ 2.75 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 03/08/2026 | Common Stock | 26,247 | \$ 8.52 | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 02/02/2027 | Common Stock | 17,891 | \$ 10.19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ghasripoor Farshad C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE SAN LEANDRO, CA 94577 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Derek Ching, Attorney-in-Fact for Farshad
Ghasripoor

11/30/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This restricted stock unit award was granted March 8, 2016. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.
 - (2) This restricted stock unit award was granted February 2, 2017 and vests 25% on each of the first four anniversaries of the grant date.
 - (3) Corrected number of shares. Shares incorrectly reported on original Form 3.
 - (4) Securities held in a joint account with spouse.
 - (5) This employee stock option was granted on March 14, 2013. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.
 - (6) This employee stock option was granted on March 12, 2014. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.

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- (7) This employee stock option was granted on March 10, 2015. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.
- (8) This employee stock option was granted on March 8, 2016. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.
- (9) This employee stock option was granted on February 2, 2017. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.

Â

Remarks:

ExhibitÂ 24;Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.