

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): **October 24, 2023**

**Aterian, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38937**  
(Commission  
File Number)

**83-1739858**  
(IRS Employer  
Identification No.)

**Aterian, Inc.**  
**350 Springfield Avenue Suite #200**  
**Summit, NJ 07901**  
(Address of Principal Executive Offices)(Zip Code)  
**(347) 676-1681**  
(Registrant's telephone number, including area code)  
(Former Name, or Former Address, if Changed Since Last Report)

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value	ATER	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 3.01 Notice of Failure to Satisfy a Continued Listing Rule

On October 24, 2023, Aterian, Inc. (the "Company") issued a press release announcing that the Company received a notice from the Listing Qualifications Staff of The Nasdaq Stock Market LLC ("Nasdaq") granting the Company a 180-day extension, or until April 22, 2024, to regain compliance with Nasdaq's \$1.00 minimum bid price requirement as set forth in Nasdaq Listing Rule 5550(a)(2) (the "Rule"). A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

This notice has no immediate effect on the listing or trading of the Company's common stock on The Nasdaq Capital Market and therefore, the Company's listing remains fully effective.

The Company is provided a compliance period of 180 calendar days, or until April 22, 2024, to regain compliance with the minimum closing bid requirement, pursuant to Nasdaq Listing Rule 5810(c)(3)(A). If at any time before April 22, 2024, the closing bid price of the Company's common stock, par value \$0.0001 per share ("Common Stock") closes at or above \$1.00 per share for a minimum of 10 consecutive business days, subject to Nasdaq's discretion to extend this period pursuant to Nasdaq Listing Rule 5810(c)(3)(H) to 20 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the minimum bid price requirement, and the matter would be resolved.

The Company will continue to monitor the closing bid price of its Common Stock and seek to regain compliance with all applicable Nasdaq requirements within the allotted compliance periods. If the Company does not regain compliance within the allotted compliance period, Nasdaq will provide notice that the Company's Common Stock will be subject to delisting. The Company would then be entitled to appeal that determination to a Nasdaq hearings panel. There can be no assurance that the Company will regain compliance with the minimum bid price requirement during the compliance period or maintain compliance with the other Nasdaq listing requirements.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Number	Description
99.1	<a href="#">Press Release, dated October 24, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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.

**ATERIAN, INC.**

Date: October 24, 2023

By: /s/ Joseph A. Risico

Name: Joseph A. Risico

Title: *Co-Chief Executive Officer*



## Aterian Receives Extension To Regain Compliance With Nasdaq Minimum Bid Price Rule

**NEW YORK, October 24, 2023** – Aterian, Inc. (Nasdaq: ATER) (“Aterian” or the “Company”) today announced that it received written notice (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) granting the Company a 180-day extension, or until April 22, 2024, to regain compliance with Nasdaq’s \$1.00 minimum bid price requirement as set forth in Nasdaq Listing Rule 5550(a)(2) (the “Rule”).

This Notice has no immediate effect on the listing or trading of the Company's common stock on Nasdaq which will continue to trade under the symbol, “ATER.”

On April 24, 2023, Nasdaq notified the Company that its common stock had failed to comply with the Rule over the previous 30 consecutive business days. The notification letter stated the Company would be afforded 180 calendar days from the date of the notification letter, or until October 23, 2023, to regain compliance with the Rule. The notification letter provided that if the Company did not regain compliance by October 23, 2023, the Company may be eligible for an additional 180 calendar day compliance period after October 23, 2023.

On October 13, 2023, the Company submitted to Nasdaq a request for an extension to comply with the Rule. On October 24, 2023, Nasdaq provided the Notice stating it had determined that the Company was eligible under Nasdaq Listing Rule 5810(c)(3)(A) for an additional 180 calendar day period to regain compliance and confirmed the 180 day extension.

In order to regain compliance with the Rule, the Company is required to maintain a closing bid price of at least \$1.00 or more for a minimum of 10 consecutive business days (or longer, up to 20 consecutive business days, if Nasdaq so determines in its sole discretion based on certain factors) during the 180-day extension, or until April 22, 2024 .

### **About Aterian, Inc.**

Aterian, Inc. (Nasdaq: ATER) is a leading technology-enabled consumer product company that builds, acquires, and partners with leading e-commerce brands by harnessing proprietary software and an agile supply chain to create top selling consumer products. The Company’s cloud-based platform, Artificial Intelligence Marketplace Ecommerce Engine (AIMEE™), leverages machine learning, natural language processing and data analytics to streamline the management of products at scale across the world's largest online marketplaces with a focus on Amazon, Shopify and Walmart. Aterian owns and operates a number of brands and sells its products in multiple categories, including home and kitchen appliances, health and wellness, beauty and consumer electronics.

### **Investor Contact:**

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