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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Pascal Tomer</u>			2. Issuer Name and Ticker or Trading Symbol <u>Aterian, Inc. [ATER]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Revenue Officer _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
C/O ATERIAN, INC. 37 EAST 18TH STREET, 7TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/15/2021</u>			
(Street) <u>NEW YORK NY 10003</u>						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2021		s ⁽¹⁾		17,700	D	\$31.6657 ⁽²⁾	281,392	D	
Common Stock	03/10/2021		s ⁽¹⁾		2,190	D	\$33.1307 ⁽³⁾	279,202	D	
Common Stock	03/10/2021		s ⁽¹⁾		12,202	D	\$33.9631 ⁽⁴⁾	267,000	D	
Common Stock	03/10/2021		s ⁽¹⁾		8,071	D	\$35.1263 ⁽⁵⁾	258,929	D	
Common Stock	03/10/2021		s ⁽¹⁾		14,108	D	\$36.1629 ⁽⁶⁾	244,821	D	
Common Stock	03/10/2021		s ⁽¹⁾		10,169	D	\$37.1644 ⁽⁷⁾	234,652	D	
Common Stock	03/10/2021		s ⁽¹⁾		2,187	D	\$37.9744 ⁽⁸⁾	232,465	D	
Common Stock	03/11/2021		s ⁽¹⁾		2,107	D	\$31.7698 ⁽⁹⁾	230,358	D	
Common Stock	03/11/2021		M		20,000	A	\$9.72	250,358	D	
Common Stock	03/11/2021		S		20,000	D	\$34.5285 ⁽¹⁰⁾	230,358	D	
Common Stock	03/12/2021		M		20,000	A	\$9.72	250,358	D	
Common Stock	03/12/2021		S		20,000	D	\$32.8828 ⁽¹¹⁾	230,358	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$9.72	03/11/2021		M		20,000	(12)(13)	12/28/2028	Common Stock	20,000	\$0.00	146,666	D ⁽¹⁴⁾	
Employee Stock Option (right to buy)	\$9.72	03/12/2021		M		20,000	(12)(13)	12/28/2028	Common Stock	20,000	\$0.00	126,666	D ⁽¹⁴⁾	

Explanation of Responses:

- Shares were automatically sold by the Reporting Person on a non-discretionary basis solely to satisfy tax withholding obligations upon the previously scheduled vesting of restricted stock awards for which the March 10, 2021 vesting date was approved on December 14, 2020.
- The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.51 to \$32.45, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.62 to \$33.60, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.63 to \$34.63, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.64 to \$35.63, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

forth in this footnote.

6. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.69 to \$36.68, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.71 to \$37.71, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.72 to \$38.16, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.51 to \$32.00, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote. (10) The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.28 to \$34.66, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.28 to \$34.66, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

11. The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.55 to \$33.40, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

12. 1/3rd of the number of shares subject to the option vested on October 11, 2019 and 1/36th of the number of shares subject to the option shall vest following each one month period thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

13. All of the unvested shares subject to the option shall vest upon either: (i) the accumulation, by means of any transaction or series of related transactions, whether directly or indirectly, beneficially or of record, by any individual and/or entity of more than 50% the outstanding shares of common stock of the Issuer, whether by merger, consolidation, sale or other transfer of shares of the Issuer's common stock, so long as the holders of the Issuer's common stock, immediately after such transaction or series of transactions, hold less than 50% of the common stock of the Issuer or the voting securities of the surviving or acquiring entity or (ii) a sale of all or substantially all of the assets of the Issuer, which may include a license transaction.

14. Includes an option exercisable for 166,666 shares previously held by ELZ Ventures LTD, an entity of which the Reporting Person is the sole owner, which were transferred by ELZ Ventures LTD to the Reporting Person on December 14, 2020 and are now owned directly by the Reporting Person.

Remarks:

This Form 4 is being amended and restated to correct certain footnotes included in the Form 4, as amended (the "Amended Form 4"). The Amended Form 4 inadvertently indicated that the transactions reported therein were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2020. Certain of the previously reported transactions were instead non-discretionary, automatic sales of shares solely to satisfy tax withholding obligations upon the previously scheduled vesting of restricted stock awards for which the March 10, 2021 vesting date was approved on December 14, 2020.

/s/ Tomer Pascal

12/23/2021

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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