

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

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 Rule 14a-11(c) or Rule 14a-12

ATERIAN, INC.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☒ Fee previously paid with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

On July 8, 2026, Aterian, Inc. (the “Company”) issued a press release announcing that both leading independent proxy advisory firms Glass, Lewis & Co. and Institutional Shareholder Services Inc. have issued a report recommending that stockholders vote “FOR” the key proposals at the Company’s upcoming Special Meeting relating to the pending sale of substantially all of the Company’s assets to Trademark Global, LLC (the “Asset Sale”) and the issuance of shares of the Company’s common stock, par value \$0.0001 per share, to David Lazar upon conversion of the Company’s SeriesAA Convertible Non-Redeemable Preferred Stock and SeriesAAA Convertible Non-Redeemable Preferred Stock (the “Investment Transaction”). The following is a copy of the press release.



BOTH LEADING INDEPENDENT PROXY ADVISORS RECOMMEND ATERIAN STOCKHOLDERS VOTE FOR THE ASSET SALE

- *Glass Lewis cites structured strategic review*

- *ISS cites sound transaction rationale, a competitive sale process, and potential downside risks of non-approval in endorsing the proposal.*

NEW JERSEY – July 8, 2026 – Aterian, Inc. (NASDAQ: ATER) (“Aterian” or the “Company”) today announced that both leading independent proxy advisory firms Glass, Lewis & Co. (“Glass Lewis”) and Institutional Shareholder Services Inc. (“ISS”) have issued reports recommending that Aterian stockholders vote “**FOR**” the key proposals at the upcoming Special Meeting of Stockholders scheduled for July 10, 2026. The key proposals relate to the pending sale of substantially all of the assets of the Company’s marquee brand portfolios to Trademark Global, LLC (the “Asset Sale”) and the issuance of shares of the Company’s common stock, par value \$0.0001 per share, to David Lazar upon conversion of the Company’s SeriesAA Convertible Non-Redeemable Preferred Stock and SeriesAAA Convertible Non-Redeemable Preferred Stock (the “Investment Transaction”).

“We need stockholders to act today. Every vote counts and your vote is critical to approving these transactions. ISS’s and Glass Lewis’ reports are another strong positive indication of the value being delivered back to stockholders. If you have not yet voted, please do so today” stated Arturo Rodriguez, Chief Executive Officer of Aterian.

In recommending that stockholders vote **FOR** the Asset Sale, Glass Lewis highlighted the following factors including the **Stockholder Premium**, the Asset Sale’s **Strategic Process** and **Strategic Alternatives** available through the Investment Transaction. In recommending that stockholders vote **FOR** the Asset Sale, ISS highlighted the following core factors around the Asset Sale including **Sound Rationale & Competitive Process, Liquidity and Stockholder Premium, and Downside Risk of Non-Approval.**

HOW TO VOTE

Stockholders are encouraged to vote immediately using any of the following methods:

- **By Phone:** Call Laurel Hill Advisory Group toll-free at **888.742.1305** to cast your vote verbally. No cost to you.
 - **Online:** www.proxyvote.com or the instructions provided to you on your proxy card to vote via the internet.
 - **Need your control number?** If you have misplaced your proxy card or cannot locate your control number, please contact your broker directly for assistance.
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Stockholders who have questions about the proposals or need assistance casting their vote should contact:

Laurel Hill Advisory Group

Attn: John J. DePinto Jr.

Toll-Free: 888.742.1305

Direct/International: 516.933.3100

Email: ATER@laurelhill.com

Participants in the Solicitation

Aterian and its directors and executive officers may be deemed “participants” in any solicitation of proxies from Aterian’s stockholders with respect to the Asset Sale and the Investment Transaction. Information regarding the identity of Aterian’s directors and executive officers, and their direct and indirect interests, by security holdings or otherwise, in the Company’s securities is contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 23, 2026. Information regarding subsequent changes to the holdings of Aterian’s securities by Aterian’s directors and executive officers can be found in filings on Forms 3, 4, and 5, which are available on the SEC’s website at www.sec.gov. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the definitive proxy statement relating to the Asset Sale and the Investment Transaction, filed with the SEC on June 9, 2026, as such proxy statement may be supplemented from time to time. The proxy statement, as well as Aterian’s other public filings with the SEC, may be obtained without charge on the SEC’s website at www.sec.gov and on the investor relations section of the Company’s website at www.aterian.io.

About Aterian, Inc.

Aterian, Inc. (Nasdaq: ATER) is a consumer products company that builds and acquires leading e-commerce brands across multiple categories, including home and kitchen appliances, health and wellness, and air quality devices. The Company sells across the world’s largest online marketplaces, including Amazon, Walmart, and Target as well as its own direct-to-consumer websites. Aterian’s brands include Mueller Living, PurSteam, hOmeLabs, Squatty Potty, Healing Solutions, and Photo Paper Direct. To learn more, visit www.aterian.io.

Forward-Looking Statements

All statements other than statements of historical facts included in this communication that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. Examples of these forward-looking statements include statements concerning the proposed Asset Sale, the Investment Transaction, the transactions contemplated thereby, the timing of completing the proposed transactions, the potential benefits of the proposed transactions and the declaration and timing of any potential dividend or distribution of CVRs. These forward-looking statements are based on management’s current expectations and beliefs and are subject to a number of risks and uncertainties and other factors, all of which are difficult to predict and many of which are beyond our control and could cause actual results to differ materially and adversely from those described in the forward-looking statements. These risks and uncertainties include, among others: the terms, structure, benefits and costs of each of the Asset Sale, the Investment Transaction, and the transactions contemplated by each of the foregoing; the timing of such transactions and whether such transactions will be consummated at all; the risk that the Asset Sale, the Investment Transaction, and the transactions contemplated by each of the foregoing, and the announcement of the same, could have an adverse effect on the ability of the Company to retain and hire key personnel and maintain relationships with partners, suppliers, employees, stockholders and other business relationships and on its operating results and business generally; the risk that the Asset Sale, the Investment Transaction, and the transactions contemplated by each of the foregoing could divert the attention and time of the Company’s management; the risk of any unexpected costs or expenses resulting from the Asset Sale, the Investment Transaction, and the transactions contemplated by each of the foregoing; the risk that any anticipated distributions of proceeds (whether via a dividend or CVR) may not be declared and paid; the risk of any litigation relating thereto; the uncertainties and variables inherent in business, operating and financial performance, including, among other things, competitive developments and general economic, political, business, industry, regulatory and market conditions, future exchange and interest rates, and changes in tax and other laws, regulations, rates and policies; our ability to continue as a going concern; our ability to maintain the listing of our common stock on Nasdaq; our ability to meet financial covenants with our lenders; our business model and our technology platform; reliance on third party online marketplaces; and other factors discussed in the “Risk Factors” section of our most recent periodic reports filed with the SEC, all of which you may obtain for free on the SEC’s website at www.sec.gov. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we do not know whether our expectations will prove correct. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, even if subsequently made available by us on our website or otherwise. We do not undertake any obligation to update, amend or clarify these forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Additional Information and Where to Find It

In connection with the proposed transactions, Aterian has filed a definitive proxy statement with the SEC and has mailed the definitive proxy statement and related materials to stockholders of record. The proposed transactions will be submitted to Aterian stockholders for their approval. Aterian may also file other documents with the SEC regarding the proposed transactions. The definitive proxy statement contains important information about the proposed transactions and related matters. This document is not a substitute for the proxy statement filed with the SEC or any other documents that Aterian may file with the SEC or send to Aterian stockholders in connection with the proposed transactions. SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTIONS (INCLUDING ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS) CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may obtain free copies of the proxy statement and all other documents filed, or that will be filed, by Aterian with the SEC through the SEC's website at www.sec.gov. Copies of documents filed with the SEC by Aterian will be made available free of charge on Aterian's website at www.aterian.io or by directing a request to Investor relations at ir@aterian.io.

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