

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001757715</p> <p>Name of Issuer Aterian, Inc.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization Over Five Years Ago X Within Last Five Years (Specify Year) 2018 Yet to Be Formed</p>	<p>Previous Names None</p> <p>Mohawk Group Holdings, Inc.</p>	<p>Entity Type</p> <p>X Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)</p>
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2. Principal Place of Business and Contact Information

Name of Issuer			
Aterian, Inc.			
Street Address 1		Street Address 2	
37 EAST 18TH STREET		7TH FLOOR	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
NEW YORK	NEW YORK	10003	(347)676-1681

3. Related Persons

Last Name	First Name	Middle Name
Sarig	Yaniv	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rodriguez	Arturo	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Risico	Joseph	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chaouat-Fix	Mihal	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pascal	Tomer	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Zahut	Roi	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Harlam	Bari	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003
Relationship: Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kurtz	William	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Petersen	Greg	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
von Walter	Amy	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lattman	Susan	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Liebel	Sarah	
Street Address 1	Street Address 2	
37 East 18th Street, 7th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10003

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	X Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under	Real Estate	Airlines & Airports
	Commercial	

the Investment Company Act of 1940?
 Yes No
 Other Banking & Financial Services
 Business Services
 Energy
 Coal Mining
 Electric Utilities
 Energy Conservation
 Environmental Services
 Oil & Gas
 Other Energy

Construction
 REITS & Finance
 Residential
 Other Real Estate

Lodging & Conventions
 Tourism & Travel Services
 Other Travel
 Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
<input checked="" type="checkbox"/> Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2022-03-04 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity
 Debt
 Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
 Pooled Investment Fund Interests
 Tenant-in-Common Securities
 Mineral Property Securities
 Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$1,055,614 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Craig-Hallum Capital Group LLC	121395	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

Street Address 1

222 South Ninth Street

City

Minneapolis

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

Street Address 2

Suite 350

State/Province/Country

MINNESOTA

Foreign/non-US

ZIP/Postal Code

55402

NEW JERSEY
NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$27,499,699 USD or Indefinite

Total Amount Sold \$27,499,699 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

3

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,649,999 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Sales commissions paid in the form of 567,010 shares of Common Stock and warrants to purchase up to an aggregate of 425,258 shares of Common Stock

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown,

provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Aterian, Inc.	/s/ Arturo Rodriguez	Arturo Rodriguez	Chief Financial Officer	2022-03-18

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.