

**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): April 1, 2022

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.
37 East 18th Street, 7th Floor
New York, NY 10003
(Address of Principal Executive Offices)(Zip Code)

(347) 676-1681
(Registrant's telephone number, including area code)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 1, 2022, the Board of Directors (the “Board”) of Aterian, Inc. (the “Company”) appointed Ms. Cynthia Williams as a Class II director of the Company. Ms. Williams will serve on the Audit Committee and the Nominating and Corporate Governance Committee of the Board. As a Class II Director, Ms. Williams’ initial term will expire at the annual meeting of the Company’s stockholders to be held in 2024.

Ms. Williams, age 55, currently serves as President of the Wizards of the Coast and Digital Gaming Division of Hasbro, Inc. (Nasdaq: HAS). Prior to her role at Hasbro, Inc., Ms. Williams served as Vice President and General Manager at Microsoft Corporation (Nasdaq: MSFT) from September 2019 to February 2022. She previously worked at Amazon.com, Inc. (Nasdaq: AMZN) from August 2007 to July 2018. Ms. Williams received her BSBA from Western Carolina University in 1989 and her MBA from Wake Forest University in 1995.

In connection with her appointment to the Board, on April 1, 2022, Ms. Williams was granted a restricted stock award of 82,305 shares of restricted common stock of the Company. The shares will vest over three years, with one-third of the shares vesting one year from the grant date, and the remainder of the shares subject to the restricted stock award vesting quarterly in equal grants in successive quarters thereafter, subject to Ms. Williams’ continuous service through such date. The Company also entered into an indemnity agreement with Ms. Williams in substantially the same form as its standard form of indemnification agreement with its other directors.

Ms. Williams does not have any family relationships with any director or executive officer of the Company and was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person. Additionally, Ms. Williams has not engaged in any transaction that would be reportable as a related party transaction under Item 404(a) of Regulation S-K.

On April 1, 2022, the Company issued a press release announcing the appointment of Ms. Williams to the Board. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release issued by Aterian, Inc., dated April 1, 2022.](#)

104 Cover Page Interactive Date File (embedded within the Inline XBRL).

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: April 1, 2022

By: /s/ Yaniv Sarig
Name: Yaniv Sarig
Title: President and Chief Executive Officer



Aterian Adds Seasoned Industry Executive To Its Board Of Directors

Cynthia Williams Brings Significant Technology and E-Commerce Expertise from Microsoft and Amazon

NEW YORK, April 1, 2022 — Aterian, Inc. (Nasdaq: ATER) (“Aterian” or the “Company”) announced that effective today Cynthia Williams has joined the Company’s Board of Directors (the “Board”).

Williams is an experienced e-commerce and technology executive who recently joined Hasbro, Inc. (Nasdaq: HAS) as President of its Digital Gaming Division and its subsidiary, Wizards of the Coast, the maker of games that include Dungeons & Dragons and Magic: The Gathering. Prior to joining Hasbro, Inc., Williams served as Vice President and General Manager of Microsoft Corporation’s (Nasdaq: MSFT) Gaming Ecosystem Commercial Team. Prior to Microsoft, Williams spent nearly 11 years at Amazon.com, Inc. (Nasdaq: AMZN), leading Fulfillment by Amazon (FBA), including as Finance Director, General Manager and lastly, Vice President. Prior to Amazon, Williams spent over 12 years at Altria Group, Inc. (Nasdaq: MO) as Associate Finance Director.

“We are pleased to welcome Cynthia as a new independent director to the Aterian board,” said Yaniv Sarig, Aterian’s Chief Executive Officer. Mr. Sarig continued, “She joins Aterian at an important time as we continue pursuing our goal of becoming a leading e-commerce platform. Cynthia brings incredibly valuable supply chain and e-commerce expertise to our board given her experience as a former Amazon executive where she led the global growth of their e-commerce direct-to-consumer business, Fulfillment by Amazon. With the recent additions to our board of Susan Lattmann and Sarah Liebel and now Cynthia, we have significantly strengthened Aterian’s leadership.”

“I am excited to join Aterian’s Board of Directors at this stage to help position the Company for future growth”, said Cynthia Williams. “I am enthusiastic about Aterian’s technology-driven vision as they build the next generation consumer product platform, and I am looking forward to teaming up with the Board to drive future success at the Company.”

About Aterian, Inc.

Aterian, Inc. (Nasdaq: ATER), is a leading technology-enabled consumer products platform that builds, acquires, and partners with best-in-class 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, including Amazon, Shopify and Walmart. Aterian has thousands of SKUs across 14 owned and operated brands and sells products in multiple categories, including home and kitchen appliances, health and wellness, beauty and consumer electronics.

Forward Looking Statements

All statements other than statements of historical facts included in this press release that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements including, in particular, the statements regarding our goal of becoming the leading e-commerce platform, future growth and building the next generation consumer product platform. 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 include, but are not limited to: those related to the global shipping disruptions, our ability to continue as a going concern, our ability to meet financial covenants with our lenders, our ability to create operating leverage and efficiency when integrating companies that we acquire, including through the use of our team's expertise, the economies of scale of our supply chain and automation driven by our platform; those related to our ability to grow internationally and through the launch of products under our brands and the acquisition of additional brands; those related to the impact of COVID-19, including its impact on consumer demand, our cash flows, financial condition, forecasting and revenue growth rate; our supply chain including sourcing, manufacturing, warehousing and fulfillment; our ability to manage expenses, working capital and capital expenditures efficiently; our business model and our technology platform; our ability to disrupt the consumer products industry; our ability to grow market share in existing and new product categories; our ability to generate profitability and stockholder value; international tariffs and trade measures; inventory management, product liability claims, recalls or other safety and regulatory concerns; reliance on third party online marketplaces; seasonal and quarterly variations in our revenue; acquisitions of other companies and technologies and our ability to integrate such companies and technologies with our business, our ability to continue to access debt and equity capital (including on terms advantageous to the Company) and the extent of our leverage and other factors discussed in the "Risk Factors" section of our most recent periodic reports filed with the Securities and Exchange Commission ("SEC"), all of which you may obtain for free on the SEC's website at www.sec.gov.

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