

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

OMB APPROVAL	
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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>Sarig Yaniv Zion</u>  (Last) (First) (Middle) C/O ATERIAN, INC. 37 E 18TH STREET, 7TH FLOOR  (Street) NEW YORK NY 10003  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aterian, Inc. [ ATER ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/15/2021	

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 <sup>(1)</sup>		5,211	D	\$31.6644 <sup>(2)</sup>	254,615	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		636	D	\$33.1314 <sup>(3)</sup>	253,979	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		3,563	D	\$33.9627 <sup>(4)</sup>	250,416	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		2,353	D	\$35.1265 <sup>(5)</sup>	248,063	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		4,123	D	\$36.1631 <sup>(6)</sup>	243,940	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		2,970	D	\$37.1642 <sup>(7)</sup>	240,970	D	
Common Stock	03/10/2021		S <sup>(1)</sup>		638	D	\$37.9746 <sup>(8)</sup>	240,332	D	
Common Stock	03/11/2021		M		282,051	A	\$9.72	522,383	D	
Common Stock	03/11/2021		S <sup>(1)</sup>		254,860	D	\$31.808 <sup>(9)</sup>	267,523	D	
Common Stock	03/11/2021		S <sup>(1)</sup>		13,114	D	\$32.895 <sup>(10)</sup>	254,409	D	
Common Stock	03/11/2021		S <sup>(1)</sup>		6,440	D	\$33.7992 <sup>(11)</sup>	247,969	D	
Common Stock	03/11/2021		S <sup>(1)</sup>		8,251	D	\$34.6034 <sup>(12)</sup>	239,718	D <sup>(13)</sup>	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$9.72	03/11/2021		M		282,051		(14)	12/28/2028	Common Stock	282,051	\$0.00	0	D	

Explanation of Responses:

- Shares were either: (a) automatically sold by the Reporting Person on a non-discretionary basis solely to satisfy the Reporting Person's tax withholding obligations upon the previously scheduled vesting of restricted stock awards held by the Reporting Person for which the March 10, 2021 vesting date was approved on December 14, 2020, or (b) sold by the Reporting Person solely to satisfy the Reporting Person's tax withholding obligations upon the previously scheduled vesting of restricted stock awards owned by the Sarig-Bulow Family Trust for which the March 10, 2021 vesting date was approved on December 14, 2020. Pursuant to the arrangements of the Sarig-Bulow Family Trust, Mr. Sarig does not beneficially own any of the securities owned by the Sarig-Bulow Family Trust.
- 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.
- 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.
- 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 \$31.445 to \$32.445, 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 \$32.45 to \$33.45, 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.

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 \$33.53 to \$34.52, 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. 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 \$34.60 to \$34.7399, 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.

13. 776,315 shares held of record by the Sarig-Bulow Family Trust previously reported as indirect ownership by the Reporting Person are not being reported on this Form 4 and will not be reported on future Form 4's by the Reporting Person because the Reporting Person does not beneficially own such shares pursuant to the arrangements of the Trust.

14. Pursuant to the initial terms of the option, 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 would vest following each one month period thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The Issuer accelerated the vesting of 60,000 shares subject to the option to March 11, 2021.

#### Remarks:

President and Chief Executive Officer 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 either (a) non-discretionary, automatic sales of shares solely to satisfy the Reporting Person's tax withholding obligations upon the previously scheduled vesting of restricted stock awards held by the Reporting Person for which the March 10, 2021 vesting date was approved on December 14, 2020, or (b) sales of shares solely to satisfy the Reporting Person's tax withholding obligations upon the previously scheduled vesting of restricted stock awards owned by the Sarig-Bulow Family Trust for which the March 10, 2021 vesting date was approved on December 14, 2020. Pursuant to the arrangements of the Sarig-Bulow Family Trust, Mr. Sarig does not beneficially own any securities owned by the Sarig-Bulow Family Trust.

/s/ Yaniv Sarig

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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