# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
# WASHINGTON, DC 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): November 16, 2026**

# AQUA METALS, INC.
(Exact Name of Registrant as Specified in Its Charter)

| **Delaware** | **001-37515** | **47-1169572** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

**5370 Kietzke Lane, Suite 201**
**Reno, Nevada 89511**
(Address of principal executive offices)

**(775) 446-4418**
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

**Securities registered pursuant to Section 12(b)of the Act:**

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Common stock: Par value $.001 | AQMS | Nasdaq Capital Market |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 240.14d-2(b)
☐ 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)

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 2.02 Results of Operations and Financial Condition**

On November 16, 2026, Aqua Metals, Inc. issued a press release announcing its operational and financial results for the third quarter of 2026. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The press release shall be deemed furnished, not filed, for purposes of this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are being filed herewith:

| **Exhibits** | **Description** |
|---|---|
| 99.1 | Press Release dated November 16, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

**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.

**AQUA METALS, INC.**

Dated: November 16, 2026

*/s/ Eric West*
Eric West
Chief Financial Officer

# Aqua Metals Reports Third Quarter 2026 Financial Results and Business Update

## Company establishes offtake pathways across all three primary Project Headwaters ARC product streams and reduces third quarter operating expenses approximately 19% year over year

Reno, NV, November 16, 2026 — Aqua Metals, Inc. (NASDAQ: AQMS), a pioneer in sustainable lithium battery recycling, today reported financial results for the third quarter ended September 30, 2026, and provided a business update.

**Strategic and Commercial Progress**

"The third quarter was about converting commercial discussions into agreements and lowering the cost of carrying the business while we advance the funding strategy for Project Headwaters ARC," said Steve Cotton, President and Chief Executive Officer of Aqua Metals. "We now have letters of intent covering all three primary product streams. Copper and aluminum come from our Phase 1 preprocessing operation, and lithium carbonate from our Phase 2 AquaRefining operation. We also brought third quarter operating expenses down approximately 19% from a year ago, and the cost-reduction plan we have put in place targets further reductions over the coming months.

"The policy environment for domestic battery recycling has moved quickly this year. On July 30, the Administration issued a presidential determination intended to prioritize domestic recovery of critical minerals, and on August 6 the Bureau of Industry and Security issued a rule restricting exports of battery black mass. Roughly eight weeks later, one-year waivers to that rule began to be publicly announced, which leaves the longer-term direction of policy unclear. That uncertainty has made investors and financing partners more cautious about committing capital to domestic battery recycling projects, and we have planned around it. We continue to pursue the phased deployment strategy for Project Headwaters ARC that we described last quarter, with the timing of each phase dependent on securing the necessary financing and commercial commitments. In parallel, we are evaluating strategic alternatives intended to preserve shareholder value and position the Company for future opportunities.

"We end the quarter with offtake pathways across all three primary product streams, a better-defined Phase 1 project and a lower cost base. Each of those puts Aqua Metals in a better position to act as funding and policy conditions become clearer."

**Offtake Pathways Established Across Primary Product Streams**

During the quarter, Aqua Metals established offtake pathways covering all three primary Project Headwaters ARC product streams.

- **Copper and aluminum:** On September 14, 2026, the Company announced a five-year letter of intent with a leading Midwest metals recycler contemplating the purchase of up to 100% of the commercially saleable copper and aluminum expected to be produced at Project Headwaters ARC. The letter of intent provides a 24-month period to negotiate and execute a definitive offtake agreement, with product qualification based on representative material produced by the Project Headwaters ARC preprocessing system.

- **Lithium carbonate:** On August 31, 2026, the Company announced a non-binding six-year letter of intent with WMC Group AG covering 100% of the planned lithium carbonate output from Phase 2 of Project Headwaters ARC. The letter of intent provides for market-indexed pricing and contemplates collaboration on feedstock sourcing, tolling and product qualification.

Each letter of intent is non-binding, and there can be no assurance that the Company will enter into definitive agreements with either counterparty or that anticipated production volumes or values will be achieved.

**Project Headwaters ARC Development Progress**

- **Site diligence:** completed facility inspections and a Phase I environmental site assessment as part of the due diligence process for the proposed Project Headwaters ARC facility.
- **Permitting:** engaged state and local regulatory and planning authorities and submitted a written permitting pathway outlining required permits, responsible agencies, dependencies and anticipated timelines.
- **Economic development:** received a written offer from state and local economic development partners outlining up to approximately $2.27 million in potential workforce training support and tax savings, subject to program requirements and approvals.
- **Engineering:** advanced preliminary facility engineering with third-party engineering consultants and design-build contractors, including equipment layouts, process integration, utility requirements, and fire and life safety design. Received capital cost estimates from multiple design-build contractors and preprocessing equipment proposals from equipment suppliers, providing greater definition of the Phase 1 project scope.
- **Capital deployment:** the Company continues to pursue project equity, equipment financing, real estate financing and government incentives to support Project Headwaters ARC.

Project timing and scope remain subject to financing, commercial agreements, permitting, engineering and Board approval.

**Technology and Product Development**

During the quarter, Aqua Metals improved process efficiency and product purity through continued development of its lithium iron phosphate recycling process, including the production of high-purity iron phosphate samples submitted for independent assay testing. The Company also completed the sale of battery-grade lithium carbonate produced at its Innovation Center through its AquaRefining technology to a battery materials company at the prevailing Shanghai Metals Market battery-grade lithium carbonate benchmark price, without discount. The amount was not material to the Company's financial results, and the proceeds were recorded as a reduction of operating costs.

**Cash Preservation and Capital Strategy**

Aqua Metals has developed a cost-reduction plan encompassing staffing, outside services, discretionary spending and facility costs. The plan is designed to preserve liquidity and align the Company's cost structure with its near-term priorities. Third quarter operating expenses declined approximately 19% from the prior-year period, and the Company is targeting an additional reduction of approximately 35% in monthly cash operating costs, which it expects to realize over the coming months as the plan is implemented. The Board of Directors has also formed a Transaction Committee to evaluate strategic alternatives available to the Company. There can be no assurance that this evaluation will result in any transaction, and the Company does not intend to comment further unless and until the Board of Directors has approved a specific course of action or the Company otherwise determines that disclosure is appropriate or required.

**Conference Call and Webcast**

Aqua Metals will host a conference call and webcast to discuss these results at 4:30 p.m. ET on Monday, November 16, 2026.

The live conference call and replay can be accessed from the investor relations section of the Company's website at https://ir.aquametals.com/.

**About Aqua Metals**

Aqua Metals is advancing sustainable lithium battery recycling through its proprietary AquaRefining™ technology, an electro-hydrometallurgical process designed to recover critical battery materials using electricity rather than high-temperature processing. The Company is developing Project Headwaters as its first commercial-scale deployment focused on domestic recycling and refining of lithium-ion batteries and manufacturing scrap.

**Forward-Looking Statements**

This press release contains forward-looking statements concerning Aqua Metals, Inc. Forward-looking statements include, but are not limited to, our plans, objectives, expectations and intentions and other statements that contain words such as "expects," "contemplates," "anticipates," "plans," "intends," "believes," "estimates," "targets," "potential," and variations of such words or similar expressions that convey the uncertainty of future events or outcomes, or that do not relate to historical matters.

Those forward-looking statements include, but are not limited to, statements regarding the evaluation of strategic alternatives and any potential transaction or other outcome resulting from that evaluation; the Company's ability to continue as a going concern and to obtain additional capital; the cost-reduction plan and targeted future reductions in operating costs; the Company's commercialization plan; Project Headwaters ARC development, site acquisition and long-term site control, engineering, construction, permitting and regulatory approvals; project financing, capital formation strategies, project equity, equipment financing, real estate financing and government incentives, including the potential workforce training support and tax savings offered by state and local economic development partners; equipment procurement and strategic processing partner selection; feedstock supply, logistics, commercial agreements and customer offtake arrangements, including the letters of intent with WMC Group AG and with the counterparty for copper and aluminum products and the negotiation and execution of definitive agreements; anticipated production volumes, product values and future commodity prices; product qualification; expected project milestones; technology performance and product development, including lithium iron phosphate process development and independent assay results; anticipated commercial operations and pathways to revenue; the recoverability of the Company's Lion Energy exposure and the adequacy of the related allowance for credit losses; market opportunities and future financial performance; the impact of U.S. laws, regulations and policy developments, including the Defense Production Act determination and the Bureau of Industry and Security rule relating to black mass, on the battery recycling market and on demand for domestic refining capacity; and LFP battery manufacturing growth and anticipated growth in recyclable battery manufacturing scrap.

Those forward-looking statements involve known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially, including, but not limited to, (1) the risk that the evaluation of strategic alternatives does not result in any transaction or other outcome, or that any transaction that is completed does not deliver the anticipated benefits to shareholders; (2) the risk that we may not be able to acquire the funding necessary to develop Project Headwaters ARC or to maintain our current level of operations, and the substantial doubt regarding our ability to continue as a going concern; (3) the risk that we may not obtain the permits, approvals or project financing necessary to advance Project Headwaters ARC; (4) the risk that we may not be able to secure feedstock or offtake agreements or to conclude definitive agreements with our announced commercial counterparties; (5) the risk that we do not achieve the targeted reductions in recurring cash operating costs; (6) the risk that actual credit losses related to our Lion Energy exposure exceed the recorded allowance; and (7) those risks disclosed in the section "Risk Factors" included in our Annual Report on Form 10-K filed on March 31, 2026 and in our subsequent filings with the Securities and Exchange Commission, including our Quarterly Report on Form 10-Q for the quarter ended September 30, 2026. Aqua Metals cautions readers not to place undue reliance on any forward-looking statements. The Company does not undertake and specifically disclaims any obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur, except as required by law.

**Contacts**

For Media and Investor Inquiries: aquametals@icrinc.com

AQUA METALS, INC.
Condensed Consolidated Balance Sheets - Unaudited
(in thousands, except share and per share amounts)

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | $ 2,882 | $ 10,810 |
| Note receivable - LION ENERGY, net | 1,640 | 2,069 |
| Interest receivable - LION ENERGY, net | 24 | — |
| Inventory | 222 | 244 |
| Prepaid expenses and other current assets | 180 | 282 |
| Total current assets | 4,948 | 13,405 |
| | | |
| Non-current assets | | |
| Property and equipment, net | 5,137 | 5,763 |
| Intellectual property, net | 35 | 76 |
| Other assets | 313 | 462 |
| Total non-current assets | 5,485 | 6,301 |
| | | |
| Total assets | $ 10,433 | $ 19,706 |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| | | |
| Current liabilities | | |
| Accounts payable | $ 588 | $ 547 |
| Accrued expenses | 1,949 | 3,570 |
| Lease liability, current portion | 257 | 311 |
| Total current liabilities | 2,794 | 4,428 |
| | | |
| Non-current liabilities | | |
| Lease liability, non-current portion | 105 | 281 |
| Warrant liability | 86 | 227 |
| Total liabilities | 2,985 | 4,936 |
| | | |
| Commitments and contingencies (see Note 13) | | |
| | | |
| Stockholders' equity | | |
| Common stock; $0.001 par value; 300,000,000 shares authorized; 3,594,158 and 3,587,980, shares issued and outstanding as of September 30, 2026, respectively and 3,004,898 and 2,999,592 shares issued and outstanding as of December 31, 2025, respectively | 4 | 3 |
| Additional paid-in capital | 288,746 | 285,212 |
| Accumulated deficit | (281,286) | (270,416) |
| Treasury stock, at cost; common shares: 6,178 and 5,306 as of September 30, 2026 and December 31, 2025, respectively | (16) | (29) |
| Total stockholders' equity | 7,448 | 14,770 |
| | | |
| Total liabilities and stockholders' equity | $ 10,433 | $ 19,706 |

AQUA METALS, INC.
Condensed Consolidated Statements of Operations - Unaudited
(in thousands, except share and per share amounts)
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Operating cost and expense | | | | |
| Plant operations | $ 619 | $ 576 | $ 1,684 | $ 2,076 |
| Research and development cost | 247 | 328 | 777 | 960 |
| Impairment and loss on disposal of property, plant and equipment | 14 | 25 | 14 | 9,037 |
| Provision for credit losses | — | — | 2,496 | — |
| General and administrative expense | 1,610 | 2,136 | 6,253 | 6,707 |
| Total operating expense | 2,490 | 3,065 | 11,224 | 18,780 |
| Loss from operations | (2,490) | (3,065) | (11,224) | (18,780) |
| Other income and (expense) | | | | |
| Interest expense | (5) | (12) | (19) | (659) |
| Loss on extinguishment of debt | — | — | — | (825) |
| Interest and other income | 33 | 28 | 234 | 805 |
| Change in fair value of warrant liability | 26 | (72) | 141 | 1,255 |
| Total other income, net | 54 | (56) | 356 | 576 |
| Loss before income tax expense | (2,436) | (3,121) | (10,868) | (18,204) |
| Income tax expense | — | — | 2 | 2 |
| Net loss | (2,436) | (3,121) | (10,870) | (18,206) |
| Weighted average shares outstanding, basic and diluted | 3,573,408 | 1,426,216 | 3,407,212 | 1,049,376 |
| Basic and diluted net loss per share | $ (0.68) | $ (2.19) | $ (3.19) | $ (17.35) |