

**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): July 31, 2017**

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**AQUA METALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-37515**  
(Commission File Number)

**47-1169572**  
(I.R.S. Employer Identification Number)

**1010 Atlantic Avenue  
Alameda, California 94501**  
(Address of principal executive offices)

**(510) 479-7635**  
(Registrant's telephone number, including area code)

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

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On July 10, 2017, our board of directors appointed Mark Weinswig to serve as Chief Financial Officer of Aqua Metals, Inc. Mr. Weinswig succeeds Thomas Murphy who is retiring from his position as Chief Financial Officer. Mr. Weinswig will assume the duties as Chief Financial officer effective as of August 10, 2017. Mr. Murphy will continue with us in a consulting capacity for the near term.

Mr. Weinswig has previously served as Chief Financial Officer of One Workplace, a designer and manufacturer of customized workspaces, from July 2016 to July 2017. From October 2010 to June 2016, Mr. Weinswig served as Chief Financial Officer of Emcore Corporation, a Nasdaq-listed designer and manufacturer of indium phosphide optical chips, components, subsystems and systems for the broadband and specialty fiber optics market. From September 2009 to October 2010, Mr. Weinswig served as International Finance Director at Coherent, Inc., a Nasdaq-listed designer and manufacturer of photonics solutions. Mr. Weinswig began his career working at Morgan Stanley and PricewaterhouseCoopers. He received an M.B.A. from the University of Santa Clara and a B.S. in business administration from Indiana University. He has earned the CFA and CPA designations.

In connection with Mr. Weinswig's appointment, we entered into an executive employment agreement with Mr. Weinswig. Pursuant to the employment agreement, we have agreed to compensate Mr. Weinswig at the annual rate of \$300,000. Mr. Weinswig will be eligible to receive performance based bonuses as determined from time to time by the compensation committee of our board of directors in its discretion, however we have guaranteed Mr Weinswig a bonus payment of \$125,000 for the 2017 calendar year. The employment agreement entitles Mr. Weinswig to reasonable and customary health insurance and other benefits, at our expense, and a severance payment in the event of our termination of his employment without cause or his resignation for good reason. The amount of the severance payment will be (i) \$75,000 in the event of such a termination during the first 90 days of the agreement or (ii) in the event of such a termination following first 90 days of this agreement, one year's annual salary at the rate then in effect on the date of termination. Mr. Weinswig employment agreement provides for intellectual property assignment and confidentiality provisions that are customary in our industry.

In connection with his appointment, we also granted Mr. Weinswig 16,584 restricted stock units, or RSUs, under our Amended and Restated 2014 Stock Incentive Plan. Each RSU entitles Mr. Weinswig to receive, for no consideration, one share of our common stock subject to the vesting of the RSU. The RSUs will vest in three equal installments over a three-year period commencing one year from the date of grant. The RSUs are subject to the terms and conditions of our Amended and Restated 2014 Stock Incentive Plan.

On July 31, 2017, we issued a press release announcing the appointment of Mr. Weinswig. A copy of the press release is filed with this report as Exhibit 99.1.

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**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

**Method Filing**

The following exhibit is filed with this report:

<a href="#">Exhibit 99.1</a>	<a href="#">Press release dated July 31, 2017 announcing the appointment of Mark Weinswig</a>	Filed Electronically herewith
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**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: July 31, 2017

/s/ Stephen R. Clarke

Stephen R. Clarke

Chief Executive Officer

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**Aqua Metals Announces Change to Executive Management Team**

*Appoints Mark Weinswig as Chief Financial Officer*

**ALAMEDA, Calif., July 31, 2017** - Aqua Metals, Inc. (NASDAQ: AQMS), (“Aqua Metals” or the “Company”), which is commercializing a non-polluting electrochemical lead recycling technology called AquaRefining™, today announced that Mark Weinswig has joined the executive team and will become Chief Financial Officer, effective August 10, 2017. As CFO, Mr. Weinswig will succeed Thomas Murphy, who is retiring from the position. Mr. Murphy will continue as a consultant to the company on a number of matters and to ensure a smooth transition.

Mr. Weinswig joins Aqua Metals with extensive strategic and operational financial leadership, including nearly 20 years with technology manufacturing companies. He served as CFO at Emcore from 2010 to 2016, where he restructured the company and was instrumental in improving financial results. From 2006 to 2010 he was first Director of Finance/Business Unit Controller and then International Financial Controller for Coherent. Previously, he held several senior financial positions at Oclaro from 2000 to 2009. He began his career on Wall Street, working for Morgan Stanley and PricewaterhouseCoopers. Mr. Weinswig holds an MBA from Santa Clara University and a BS in Accounting from Indiana University.

“On behalf of our board and management team, I welcome Mark to Aqua Metals,” said Dr. Stephen Clarke, Chairman and CEO. “Mark has exceptional financial and operational experience with technology manufacturing companies and a strong track record of driving profitable growth and meeting financial goals. I would like to thank Thomas Murphy for his leadership and contributions since the founding of our company in 2014, and wish him well in his retirement.”

“It been an incredible journey with Aqua Metals and I am proud of what we achieved, as well as how quickly we achieved it – thanks to the entire Aqua Metals team,” said Thomas Murphy. “As the Company moves out of startup stage, Mark is the right person to help propel the Company to the next level. I remain committed to helping Aqua Metals in my new role as a consultant.”

“It is a tremendous opportunity to join Aqua Metals at such an exciting time,” said Mark Weinswig. “I am fully committed to helping Aqua Metals achieve its financial and operational goals as the company transitions from development stage to revenue-producing operations. I look forward to working with the team to promote growth and drive maximum value for our shareholders.”

**About Aqua Metals**

Aqua Metals, Inc. (NASDAQ: AQMS) is reinventing lead recycling with its patented and patent-pending AquaRefining™ technology. Unlike smelting, AquaRefining is a room temperature, water-based process that is fundamentally non-polluting. These modular systems allow the Company to vastly reduce environmental impact and scale lead acid recycling production capacity both by building its own AquaRefineries and licensing the AquaRefining technology to partners. This meets growing demand for lead to power new applications including stop/start automobile batteries which complement the vehicle’s main battery, Internet data centers, alternative energy applications including solar, wind, and grid scale storage. Aqua Metals is based in Alameda, California, and has built its first recycling facility in Nevada’s Tahoe Reno Industrial Complex. To learn more, please visit [www.aquametals.com](http://www.aquametals.com).

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**Safe Harbor**

This press release contains forward-looking statements concerning Aqua Metals, Inc., the strength and efficacy of its portfolio of patent applications and issued patent, the lead acid battery recycling industry, the future of lead acid battery recycling via traditional smelters, the Company's development of its commercial lead acid battery recycling facilities and the quality, efficiency and profitability of the Company's proposed lead acid battery recycling operations. Those forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual results to differ materially. Among those factors are: (1) the risk no further patents will be issued on our patent applications or any other application that we may file in the future or that, if such patents are issued, they will be sufficiently broad to adequately protect our technology, (2) the risk that our initial patent and any other patents that may be issued to us may be challenged, invalidated, or circumvented, (3) the risk that our initial patent and other any patents that may be issued to us may be may not stop a competitor from illegally using our patented processes and materials, (4) the fact that the Company only recently commenced revenue producing operations, thus subjecting the Company to all of the risks inherent in a pre-revenue start-up; (5) risks related to Aqua Metals' ability to raise sufficient capital, as and when needed, to develop and operate its recycling facilities; (6) changes in the federal, state and foreign laws regulating the recycling of lead acid batteries; (7) the Company's ability to protect its proprietary technology, trade secrets and know-how and (8) those other risks disclosed in the section "Risk Factors" included in the Company's Annual Report on Form 10-K filed on March 2, 2017. 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.

**Aqua Metals Media Relations:**

Kimberly Setliff  
Senior Vice President  
415-977-1942  
aquametals@antennagroup.com

**Aqua Metals Investor Relations:**

MZ North America  
Greg Falesnik  
Managing Director  
Main: 949-385-6449  
greg.falesnik@mzgroup.us

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