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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

AQUA METALS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

03837J101
(CUSIP Number)

**Kelvin F. Sellers
Interstate Emerging Investments, LLC
Interstate Batteries, Inc.
12770 Merit Drive, Suite 1000
Dallas, Texas 75271
(972) 455-6457**

Copies to:

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One Arts Plaza
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Dallas, Texas 75201-2533
(214) 969-1700**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 25, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

03837J101

1	NAMES OF REPORTING PERSONS: INTERSTATE EMERGING INVESTMENTS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 2,781,205
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 2,781,205
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,781,205	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.96% (1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

- (1) Percentage of class calculated based on 44,354,852 outstanding shares of Common Stock as of February 26, 2019, as reported in the Annual Report on Form 10-K for fiscal year ended December 31, 2018 filed by the Issuer with the Securities and Exchange Commission (“SEC”) on February 28, 2019, plus 702,247 shares of Common Stock at a price of \$3.33 per share issuable upon the exercise on or before June 23, 2020 of the Two Year Warrant (as defined in Item 3), and 1,605,131 shares of Common Stock at a price of \$9.00 per share issuable upon the exercise on or before May 24, 2019 of the Three Year Warrant (as defined in Item 3).

CUSIP No.

03837J101

1	NAMES OF REPORTING PERSONS: INTERSTATE BATTERIES, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 2,781,205
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 2,781,205
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,781,205 (2)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.96% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO	

(2) Includes 2,781,205 shares of Common Stock of the Issuer owned by Interstate Emerging Investments, LLC, a Delaware limited liability company (“**Interstate Emerging**”). Interstate Batteries, Inc., a Delaware corporation (“**IBI**”), is the sole member of Interstate Emerging. As a result, IBI may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Interstate Emerging. IBI disclaims beneficial ownership of the securities owned by Interstate Emerging in excess of its pecuniary interest therein and this statement shall not be deemed an admission that IBI is the beneficial owner of the reported Common Stock for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or any other purpose.

(3) Percentage of class calculated based on 44,354,852 outstanding shares of Common Stock as of February 26, 2019, as reported in the Annual Report on Form 10-K for fiscal year ended December 31, 2018 filed by the Issuer with the SEC on February 28, 2019, plus 702,247 shares of Common Stock at a price of \$3.33 per share issuable upon the exercise on or before June 23, 2020 of the Two Year Warrant (as defined in Item 3), and 1,605,131 shares of Common Stock at a price of \$9.00 per share issuable upon the exercise on or before May 24, 2019 of the Three Year Warrant (as defined in Item 3).

This Amendment No. 5 to Schedule 13D (this “**Amendment No. 5**”) amends the information provided in the Statement on Schedule 13D filed on June 1, 2016 (the “**Original Schedule 13D**”), as amended by Amendment No. 1 to Schedule 13D filed on August 17, 2016 (“**Amendment No. 1**”), Amendment No. 2 to Schedule 13D filed on May 16, 2017 (“**Amendment No. 2**”), Amendment No. 3 to Schedule 13D filed on July 5, 2018 (“**Amendment No. 3**”), and Amendment No. 4 to Schedule 13D filed on August 20, 2018 (“**Amendment No. 4**” and, with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, and Amendment No. 3, the “**Schedule 13D**”). This Amendment No. 5 amends the information disclosed in the Schedule 13D as set forth herein. Except as otherwise specified in this Amendment No. 5, all items left blank remain unchanged in all material respects. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Schedule 13D.

Responses to each item of this Amendment No. 5 are incorporated by reference into the response to each other item, as applicable.

Item 3. Source and Amount of Funds and Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On January 25, 2019, the Issuer paid in full all amounts owing under the Credit Agreement pursuant to which Interstate Emerging loaned the Issuer \$5,000,000 in consideration of (i) the issuance of the Note, (ii) the Two Year Warrant, and (iii) the Three Year Warrant. The Note was convertible into 702,247 shares of Common Stock at a price of \$7.12 per share on or before May 24, 2019. In connection with the payment in full of the outstanding amounts under the Credit Agreement as of January 25, 2019, the Credit Agreement was terminated and the Note was cancelled.

Item 5. Interest in Securities of the Issuer

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) Interstate Emerging beneficially owns an aggregate of 2,781,205 shares of Common Stock of the Issuer, representing 5.96% of the outstanding Common Stock of the Issuer (based on 44,354,852 outstanding shares of Common Stock as of February 26, 2019, as reported in the Annual Report on Form 10-K for fiscal year ended December 31, 2018 filed by the Issuer with the SEC on February 28, 2019, plus 702,247 shares of Common Stock at a price of \$3.33 per share issuable upon the exercise on or before June 23, 2020 of the Two Year Warrant, and 1,605,131 shares of Common Stock at a price of \$9.00 per share issuable upon the exercise on or before May 24, 2019 of the Three Year Warrant).

(b) IBI is the sole member of Interstate Emerging and owns 100% of the membership interests of Interstate Emerging. As such, IBI can cause Interstate Emerging to vote or direct the vote or to dispose or direct the disposition of the shares of Common Stock owned by Interstate Emerging.

(c) Other than as described in Item 3, neither Interstate Emerging nor IBI has effected any transactions in the shares of Common Stock during the 60 days preceding the date hereof.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

In May 2016, in consideration of the Credit Agreement, the Issuer issued the Note in the original principal amount of \$5,000,000. The Note bore interest at the rate of eleven percent (11%) per annum, compounding monthly, and all interest was payable upon the earlier of maturity or conversion of the principal amount. The outstanding principal under the Note was convertible into shares of the Issuer’s Common Stock at a conversion price of \$7.12 per share. On January 25, 2019, the Issuer paid in full all amounts owing under the Credit Agreement. The total payoff amount was \$6,698,923.92. In connection with such payment, the Credit Agreement was terminated and the Note was cancelled. In addition, the second priority liens on real estate, fixtures and equipment at the Issuer’s recycling facility at McCarran, Nevada, which secured the Note and the Credit Agreement, will be released in connection with the payoff.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 7, 2019

INTERSTATE EMERGING INVESTMENTS, LLC

By: Interstate Batteries, Inc., its sole member

By: /s/ William McDade

William McDade

Executive Vice President & Chief Financial Officer

INTERSTATE BATTERIES, INC.

By: /s/ William McDade

William McDade

Executive Vice President & Chief Financial Officer
