

**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): September 24, 2019

AQUA METALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-37515
(Commission File Number)

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

2500 Peru Dr.
McCarran, Nevada 89437
(Address of principal executive offices)

(775) 525-1936
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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))
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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 1.01 Entry into a Material Definitive Agreement.

On February 26, 2019, we entered into an Operations, Maintenance and Management Agreement ("Agreement") with Veolia North America Regeneration Services, LLC ("Veolia") pursuant to which Veolia provides operational, maintenance and managerial services in regard to our AquaRefining facility located at the Trans-Reno Industrial Complex outside of McCarran, Nevada ("TRIC"). The Agreement provides for certain grounds for termination of the Agreement by the parties, which include, but not limited to, Veolia's right to terminate the Agreement in the event we fail to secure by September 30, 2019 sufficient financing to implement the expansion of our TRIC facility to 32 AquaRefining modules.

On September 24, 2019, we entered into a letter agreement with Veolia which amended the Agreement to extend the date by which we must secure such financing from September 30, 2019 to March 31, 2020. A copy of the letter agreement is attached hereto as Exhibit 99.1.

The letter agreement to extend the date was mutually determined by the parties to better align the financing requirement with the anticipated timing of the expansion of TRIC to 32 Aqua Refining modules.

Item 9.01 Financial Statements and Exhibits.

The following exhibit is being filed herewith:

Exhibits

[99.1](#)

Description

[Letter Agreement dated September 24, 2019 between Aqua Metals, Inc. and Veolia North America Regeneration Services, LLC](#)

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: September 25, 2019

/s/ Judd Merrill

Judd Merrill

Chief Financial Officer



September 24, 2019

VIA ELECTRONIC (Steve.Cotton@aquametals.com) AND REGULAR MAIL

Steve Cotton, President Aqua Metals, Inc.
2500 Peru Drive
McCarren, Nevada 89434

Re: Operations, Maintenance and Management Agreement dated February 26, 2019 ("Agreement"), by and between Veolia North America Regeneration Services, LLC ("Veolia") and Aqua Metals, Inc. ("Aqua Metals")

Dear Steve:

As discussed and agreed between Veolia and Aqua Metals and effective on the date of this letter, Section 4.2(e) of the Agreement is hereby amended to change the date in Section 4.2(e) from "September 30, 2019" to "March 31, 2020", which means Section 4.2(e) of the Agreement now reads as follows:

"(e) Veolia may elect to terminate the Agreement upon ten (10) days prior written notice in the event that Aqua fails to secure sufficient financing by March 31, 2020 to implement the expansion of the CP1 to a total of 32 AR Modules; and/or"

Except as modified above, all terms of the Agreement not specifically amended or modified by this letter shall remain unmodified and in full force and effect.

Please signify Aqua Metal's agreement to this amendment in the space below.

Sincerely,

/s/ James Pawloski
James Pawloski, EVP & COO

AGREED AND ACCEPTED:

Aqua Metals, Inc,

/s/ Steve Cotton
Steve Cotton, President

Veolia North America Regeneration Services, LLC 4760 World Houston Parkway, Suite 100
Houston, Texas 770
tel. +1 832 300 5750

www.veolianorthamerica.com
