
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): February 2, 2026

ACM Research, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-38273

(Commission File Number)

94-3290283

(IRS Employer Identification No.)

**42307 Osgood Road, Suite I
Fremont, California**

(Address of Principal Executive Offices)

94539

(Zip Code)

Registrant's telephone number, including area code: **(510) 445-3700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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 240.14a-12)
- 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))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	ACMR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934: 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 8.01 Other Events.

As previously disclosed, on January 30, 2026, ACM Research (Shanghai), Inc. (“ACM Shanghai”), the operating subsidiary of ACM Research, Inc. (the “Company”) issued a notice to the Shanghai Stock Exchange (the “SSE”) that the Company intends to sell 4,801,648 shares (the “Shares”) of ACM Shanghai through an inquiry-based share transfer plan (the “Plan”). On February 2, 2026, ACM Shanghai issued a subsequent notice (the “Pricing Notice”) to the SSE announcing RMB 160.00 (approximately \$23.05) as the preliminarily determined transfer price per Share to be sold under the Plan. The price was determined through an inquiry-based quotation process involving a total of 38 institutional investors. A copy of the Pricing Notice is attached as Exhibit 99.1 hereto.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended.

This Current Report on Form 8-K contains forward-looking statements that involve risks and uncertainties. These risks and uncertainties include the number of Shares the Company may sell under the Plan (if any), the prices at which such Shares may be sold, the aggregate proceeds to the Company from such sales, market conditions, judicial freezing, enforcement, compulsory disposition, completion of the sale of the Shares through the China Securities Depository and Clearing Corporation Limited, Shanghai Branch, and other risks detailed from time to time in the Company’s periodic reports and other filings with the U.S. Securities and Exchange Commission. You are cautioned not to place undue reliance on forward-looking statements, which are based on the Company’s current intentions, expectations and assumptions and speak only as of the date of this Current Report on Form 8-K. The Company does not intend to revise or update any forward-looking statement in this Current Report on Form 8-K as a result of new information, future events or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1 *	ACM Research (Shanghai), Inc. Indicative Announcement of the Pricing of Shareholder Inquiry-Based Transfer, submitted by ACM Research, Inc. to the Shanghai Stock Exchange on February 2, 2026.
104	Cover Page Interactive Data File (embedded within the XBRL document)

* Unofficial English translation of original document prepared in Mandarin Chinese.

SIGNATURE

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.

ACM RESEARCH, INC.

By: /s/ Mark McKechnie
Mark McKechnie
Chief Financial Officer and Treasurer

Dated: February 3, 2026

Stock Code: 688082 Stock Short Name: ACM Shanghai Announcement No.: 2026-004

ACM Research (Shanghai), Inc.

Indicative Announcement on the Pricing of Shareholder Inquiry-Based Transfer

ACM RESEARCH, INC. (hereinafter referred to as “ACMR US” or the “Transferor”) warrants that the information provided to ACM Research (Shanghai), Inc. (hereinafter referred to as “ACM Shanghai” or the “Company”) contains no false records, misleading statements, or material omissions, and is legally liable for its authenticity, accuracy, and completeness in accordance with applicable laws.

ACM Shanghai and all members of its Board of Directors hereby warrant that the content of this announcement is consistent with the information provided by the person subject to disclosure obligations.

Important Notice:

Based on the inquiry-based subscription results as of February 2, 2026, the preliminarily determined transfer price for the shareholder inquiry-based transfer of ACM Shanghai (hereinafter referred to as the “Inquiry-Based Transfer”) is RMB 160.00 per share.

I. Preliminary Pricing of the Inquiry-Based Transfer

(1) Following inquiries made to institutional investors, the preliminarily determined transfer price for the Inquiry-Based Transfer is RMB 160.00 per share.

(2) A total of 38 institutional investors participated in the quotation process for the Inquiry-Based Transfer, including fund management companies, qualified foreign investors, securities companies, private fund managers, and other professional institutional investors. The total number of shares validly subscribed amounted to 5,639,000 shares, representing an effective subscription multiple of approximately 1.17 times.

(3) The shares intended to be transferred in the Inquiry-Based Transfer have been fully subscribed. The preliminarily identified transferees consist of 30 institutional investors, with an aggregate proposed transfer of 4,801,648 shares.

II. Risk Warnings

(1) The transferees and the number of shares to be transferred in the Inquiry-Based Transfer reflect preliminary results only. The intended shares to be transferred remains subject to risks of judicial freezing, enforcement, or compulsory disposition. The final results of the Inquiry-Based Transfer shall be subject to the completion of share transfer registration with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

(2) The Inquiry-Based Transfer does not involve any change in control of ACM Shanghai and will not affect ACM Shanghai's corporate governance structure or its continuing operations.

This Announcement is hereby issued.

ACM Research (Shanghai), Inc.

Board of Directors

February 3, 2026