

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): June 13, 2024

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:

| <u>Title of each class</u> | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|--|-----------------------|--|
| 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 5.07 Submission of Matters to a Vote of Security Holders.

We held our 2024 Annual Meeting of Stockholders on June 13, 2024. The board of directors solicited proxies pursuant to a proxy statement that we filed with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934 on April 26, 2024. There was no solicitation in opposition to the board's solicitation.

At the meeting, holders of Class A and Class B common stock were asked to consider and vote upon the four proposals set forth below. Each share of Class A common stock was entitled to one vote with respect to each matter submitted to a vote at the meeting, and each share of Class B common stock was entitled to twenty votes with respect to each matter submitted to a vote at the meeting. Shares of Class A and Class B common stock representing 130,376,837 votes, or 82.8% of the total votes attributable to all outstanding shares of Class A and Class B common stock, were present in person or by proxy at the meeting.

The voting results reported below are final.

The matters considered and voted on by the stockholders at the meeting and the votes of the stockholders were as follows:

Proposal 1. Stockholders voted as follows with respect to the election of each of the nominees for director identified in the proxy statement:

| Nominee | For | Withhold | Broker Non-Votes |
|----------------|-------------|-----------|------------------|
| David H. Wang | 117,032,394 | 6,001,547 | 7,342,896 |
| Haiping Dun | 118,880,629 | 4,153,312 | 7,342,896 |
| Chenming C. Hu | 114,659,298 | 8,374,643 | 7,342,896 |
| Tracy Liu | 117,390,012 | 5,643,929 | 7,342,896 |
| Xiao Xing | 122,356,110 | 677,831 | 7,342,896 |

As a result of this vote, each of the five nominees was elected as a director to serve until the 2025 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified.

Proposal 2. Stockholders ratified the appointment of Ernst & Young Hua Ming LLP as our independent auditor for the fiscal year ending December 31, 2024 by the following vote:

| | For | Against | Abstain |
|--|-------------|---------|---------|
| Ratification of Appointment of Ernst & Young Hua Ming LLP for 2024 | 130,287,284 | 69,190 | 20,363 |

Proposal 3. Stockholders approved, as an advisory vote, our executive compensation for 2023 by the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|------------|---------|------------------|
| Advisory Vote on 2023 Executive Compensation | 104,303,446 | 18,294,578 | 435,917 | 7,342,896 |

Proposal 4. Stockholders approved, as an advisory vote, the frequency of future advisory votes on executive compensation as every three years by the following vote:

| | 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|---|------------|---------|-------------|---------|------------------|
| Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation | 20,045,447 | 430,237 | 102,533,061 | 25,196 | 7,342,896 |

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: June 17, 2024
