

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ACM RESEARCH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation or organization)

94-3290283
(I.R.S. Employer Identification No.)

**42307 Osgood Road, Suite I
Fremont, California**
(Address of principal executive offices)

94539
(Zip code)

2016 Omnibus Incentive Plan
(Full title of the plan)

David H. Wang
Chief Executive Officer and President
ACM Research, Inc.
42307 Osgood Road, Suite I
Fremont, California 94539
(510) 445-3700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
Mark L. Johnson
Bella Zaslavsky
K&L Gates LLP
One Lincoln Street
Boston, MA 02111
(617) 261-3260

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 revise financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

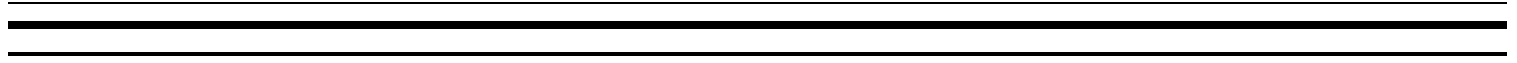
CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A common stock, \$0.0001 par value per share	1,469,761	\$ 85.055	\$ 125,010,521.86	\$ 13,638.65

(1) Consists of additional shares available for issuance under the registrant’s 2016 Omnibus Incentive Plan as the result of annual increases effective as of December 31, 2019 and 2020. In accordance with Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover any

additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low prices of the registrant's Class A common stock as reported on The NASDAQ Global Market on March 8, 2021.



STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relating to the 2016 Omnibus Incentive Plan of the registrant is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-222702, filed by the registrant with the Securities and Exchange Commission on January 25, 2018.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.01	Restated Certificate of Incorporation of ACM Research, Inc.
4.02	Restated Bylaws of ACM Research, Inc.
5.01	Opinion of K&L Gates LLP
23.01	Consent of BDO China Shu Lan Pan Certified Public Accountants LLP
23.02	Consent of K&L Gates LLP (included in Exhibit 5.01)
24.01	Power of Attorney (included on the signature page of this registration statement)
99.01	ACM Research, Inc. 2016 Omnibus Incentive Plan

K&L Gates LLP
State Street Financial Center, One Lincoln Street
Boston, Massachusetts 02111-2950

March 11, 2021

ACM RESEARCH, INC.
42307 Osgood Road, Suite I
Fremont, California 94539

Ladies and Gentlemen:

We are counsel to ACM Research, Inc., a Delaware corporation (the “*Company*”), and we have acted as counsel to the Company in connection with the preparation of the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of 1,469,761 shares (the “*Shares*”) of the Company’s Class A common stock, \$0.0001 par value per share, which are to be issued from time to time in connection with the Company’s the 2016 Omnibus Incentive Plan (the “*Plan*”).

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined copies of the Plan, the Registration Statement, the Company’s Restated Certificate of Incorporation and Restated Bylaws, and the corporate actions of the Company that provide for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We also have examined and relied upon certificates of public officials and, in rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Based upon and subject to the foregoing and the additional qualifications and other matters set forth below, we are of the opinion that the Shares have been duly and validly authorized and reserved for issuance and that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed in this opinion letter is limited to the laws of the State of Delaware. The foregoing opinion is rendered as of the date of this letter. We assume no obligation to update or supplement such opinion in order to reflect any changes of law or fact that may occur.

We are furnishing this opinion letter to you solely in connection with the Registration Statement. You may not rely on this opinion letter in any other connection, and it may not be furnished to or relied upon by any other person for any purpose, without our specific prior written consent. We hereby consent to the filing of this opinion as Exhibit 5.01 to the Registration Statement. In giving our consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ K&L Gates LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

ACM Research, Inc.
42307 Osgood Road, Suite I
Fremont, California 94539
United States

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our reports dated March 1, 2021, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of ACM Research, Inc. appearing in its Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ BDO China Shu Lun Pan Certified Public Accountants LLP

BDO China Shu Lun Pan Certified Public Accountants LLP
Shenzhen, The People's Republic of China

March 11, 2021
