Energy Recovery, Inc.
Form 10-K
March 06, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

Form 10-K

(Mark

One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014
or
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number: 001-34112

Energy Recovery, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**01-0616867**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

1717 Doolittle Drive, San Leandro, CA 94577

(Address of Principal Executive Offices)

Registrant's telephone number, including area code:(510) 483-7370

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of Each Class	Name of Exchange on Which Registered
Common stock, $0.001 par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Securities Exchange Act of 1934: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting stock held by non-affiliates amounted to $154.1 million on June 30, 2014.

The number of shares of the registrant's common stock outstanding as of February 28, 2015 was 51,966,678

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the Proxy Statement for the Registrant's Annual Meeting of Stockholders to be held on June 19, 2015 are incorporated by reference into Part III of this Annual Report on Form 10-K.

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FORWARD- LOOKING INFORMATION

This Annual Report on Form 10-K, including "Item 7 — Management's Discussion and Analysis" and certain information incorporated by reference contain forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this report include, but are not limited to, statements about our expectations, objectives, anticipations, plans, hopes, beliefs, intentions, or strategies regarding the future.

Forward-looking statements represent our current expectations about future events, are based on assumptions, and involve risks and uncertainties. If the risks or uncertainties occur or the assumptions prove incorrect, then our results may differ materially from those set forth or implied by the forward-looking statements. Our forward-looking statements are not guarantees of future performance or events.

Words such as "expects," "anticipates," "aims," "projects," "intends," "plans," "believes," "estimates," "seeks," variation and similar expressions are also intended to identify such forward-looking statements. These forward-looking statements are subject to risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified under "Risk Factors" and elsewhere in this report for factors that may cause actual results to be different from those expressed in these forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Forward-looking statements in this report include, without limitation, statements about the following:

- *our belief that levels of gross profit margin are sustainable to the extent that volume grows, we experience a favorable product mix, pricing remains stable, and we continue to realize cost savings through production efficiencies and enhanced yields;*
- *our plan to improve our existing energy recovery devices and to develop and manufacture new and enhanced versions of these devices;*
- *our belief that the ceramic components of our PX® energy recovery devices will result in low life-cycle maintenance costs;*
- *our belief that our turbocharger devices have long operating lives;*

- *our objective of finding new applications for our technology and developing new products for use outside of desalination, including oil and gas applications;*

- *our belief that our products are the most cost-effective energy recovery devices over time;*

- *our expectation that our expenses for research and development and sales and marketing may increase as a result of diversification into markets outside of desalination;*

- *our expectation that we will continue to rely on sales of our energy recovery devices in the desalination market for a substantial portion of our revenue and that new desalination markets, including the United States, will provide revenue opportunities to us;*

- *our ability to meet projected new product development dates, anticipated cost reduction targets, or revenue growth objectives for new products;*

- *customer acceptance of new products;*

- *our belief that our current facilities will be adequate for the foreseeable future;*

- *our expectation that sales outside of the United States will remain a significant portion of our revenue;*

- *the timing of our receipt of payment for products or services from our customers;*

- *our belief that our existing cash balances and cash generated from our operations will be sufficient to meet our anticipated liquidity needs for the foreseeable future, with the exception of a decision to enter into an acquisition and/or fund investments in newly developed technology arising from rapid market adoption that could require us to seek additional equity or debt financing;*

- *our expectation that, as we expand our international sales, a portion of our revenue could continue to be denominated in foreign currencies; and*

- *our expectation that we will be able to enforce our intellectual property rights:*

You should not place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date of the filing of this Annual Report on Form 10-K. All forward-looking statements included in this document are subject to additional risks and uncertainties further discussed under "Item 1A —Risk Factors" and are based on information available to us as of March 5, 2015. We assume no obligation to update any such forward-looking statements. It is important to note that our actual results could differ materially from the results set forth or implied by our forward-looking statements. The factors that could cause our actual results to differ from those included in such forward-looking statements are set forth under the heading "Item 1A — Risk Factors" and our results disclosed from time to time in our reports on Forms 10-Q and 8-K and our Annual Reports to Stockholders.

PART I

Item 1 — Business

Overview

Energy Recovery, Inc. (the "Company", "Energy Recovery", "Our", "Us", and "We") is a leader in pressure energy technology for industrial fluid flow applications. We develop award-winning solutions to improve productivity, profitability, and energy efficiency within the water, oil and gas, and chemical industries. Our products simplify complex systems and protect vulnerable equipment. By recycling fluid pressure that would otherwise be lost in critical processes, we enable our customers to reduce operating costs and increase profitability while minimizing their environmental impact and carbon footprint.

Energy Recovery was incorporated in Virginia in April 1992 and reincorporated in Delaware in March 2001. Our headquarters and manufacturing center is located at 1717 Doolittle Drive, San Leandro, California 94577, and we have four wholly-owned subsidiaries: Energy Recovery Iberia, S.L., Energy Recovery Canada Corp., ERI Energy Recovery Ireland Ltd., and Energy Recovery Eire Limited. We have sales offices in Dubai, United Arab Emirates and Shanghai, Peoples Republic of China. Our main telephone number is (510) 483-7370. Additional information about the Company is available on our website at *http://www.energyrecovery.com*. Information contained on the website is not part of this report nor is it considered to be incorporated by reference herein.

Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, all amendments to those reports, and the Proxy Statement for our Annual Meeting of Stockholders are made available, free of charge, in the Investor Relations section of our website, *http://www.energyrecovery.com*, as soon as reasonably practicable after the reports have been filed with or furnished to the Securities and Exchange Commission.

Fluid Flow Markets

Fluid flow markets are characterized by applications in many different sectors, such as water desalination, oil and gas production and processing, and other potential fluid flow applications. We have been and continue to be the leader for energy recovery devices ("ERDs") in the water desalination market with our proprietary Pressure Exchanger® technology and turbochargers. We also provide high-performance and high-efficiency pumps to facilitate a packaged

solution to our customers. Building on our leading technology, brand, and reputation, we have expanded into other fluid flow markets, such as those found in upstream, midstream, and downstream applications in the oil and gas industry, while exploring end markets for which our products may be applicable.

Water Desalination

Water desalination will continue to be our core market for revenue generation for the next few years. The water desalination spectrum ranges from small water desalination plants such as those used in cruise ships and resorts to mega-project deployments. Because of the geographical location of many significant desalination projects, geopolitical and economic events can have an effect on the timing of expected projects. In addition, population and economic growth in countries such as India and China are driving water demand for human, agricultural, and industrial use. We anticipate that markets traditionally not associated with water desalination, including the United States, will inevitably develop and provide further revenue growth opportunities. In the fourth quarter of 2013, we shipped our energy recovery devices to the largest desalination plant in the western United States, which is currently under construction in Carlsbad, California.

Oil and Gas

Building on our market leadership in energy recovery technology for the water desalination industry, we continue to employ the same innovative approach in other markets where pressurized fluid flows are present such as oil and gas. In multiple segments of the oil and gas industry, pressure is both a necessity and liability. Pressurized fluid flow is required to extract oil or gas, but at the same time this pressure becomes a waste product at different stages of processing. It is at these stages that our technology enables the recovery of pressure energy in the fluid flow either through the exchange of pressure within the application or by converting it to electricity. We enable gas processing plant owners to achieve savings with little or no operational disruption. Our VorTeq^{TM} hydraulic pumping solution leverages our pressure exchange technology enabling frac site operators to realize immediate and long-term operating savings.

For the year ended December 31, 2014, we recognized oil and gas revenue from the operating lease and lease buy-out of an IsoGen™ system to a customer in Saudi Arabia. For the years ended December 31, 2013 and 2012, we did not recognize any revenue from shipments of our oil and gas products.

Go-To-Market Strategy

Our vision spans all fluid flow market segments in which we operate and intend to operate. We aim to enable fluid flow operators —whether in water desalination, oil and gas or chemical processing —to maximize the efficiency of their processes, increase uptime and capacity utilization thus improving their profitability. We will pursue our strategy with an extreme execution bias.

Key elements of our strategy include:

Leveraging our core competencies of fluid dynamics and advanced material science to identify and create markets across the universe of industrial fluid flow applications. We are aggressively pursuing opportunities within the oil and gas and chemical processing industries, and believe in the unique value proposition of our products, centered on energy efficiency and uptime.

Making clean usable water a reality, not a dream. Aging infrastructures and inadequate water capturing systems require an alternative source of clean usable water. Our goal is to make clean water a reality by reducing the cost of delivering clean usable water to people in an economical and environmentally friendly manner.

Driving customer satisfaction as the flag-bearer of our Company. Without satisfied customers, no element of our strategy will in and of itself translate into shareholder value. We will continue to focus on customer satisfaction through on-time deliveries, market-leading product performance, and continued leading-edge innovation.

2014 Highlights

Maintained a commanding market share in the desalination industry;

Launched a dedicated oil and gas sales team;

Developed a robust sales pipeline for oil and gas;

Received first purchase order for sale of an IsoBoost to ConocoPhillips;

Identified new business opportunities in the ammonia and urea fluid flow markets;

Introduced the VorTeq hydraulic pumping solution; and

Entered into a strategic partnership with Liberty Oil Field Services to pilot and field test the VorTeq hydraulic pumping solution.

Our Products

In the water desalination sector, our energy recovery products reduce plant operating costs by capturing and reusing the otherwise lost pressure energy from the reject stream of the desalination process. In the oil and gas sector, our devices capture pressure at critical points where pressure energy would otherwise be wasted. Energy is one of the biggest cost drivers in both water desalination and the oil and gas sector. By reducing energy costs, our devices increase the cost effectiveness and decrease the carbon footprint for both water desalination plants and oil and gas processes.

Water Desalination

We design and manufacture ERDs at our facility in San Leandro, California. Our water desalination ERDs are categorized into two technology groups: PX® energy recovery devices and turbochargers. The first technology group is comprised of our patented Pressure Exchanger® technology consisting of ceramic rotors and almost frictionless hydrodynamic bearings. Our PX energy recovery devices perform with up to 98% efficiency and unmatched uptime in the desalination industry.

The second technology group is comprised of AT™ turbochargers designed for low-pressure brackish and high-pressure seawater reverse osmosis systems. Our turbochargers provide premium efficiency with state-of-the-art engineering and configuration. Designed for reliability and optimum efficiency, our turbochargers offer substantial savings, and the custom-designed hydraulics and 3-D geometry allow for optimum performance. Also, the patent-protected technology for volute inserts allows field flexibility.

Complementing both our Pressure Exchanger energy recovery devices and turbochargers are our high-efficiency and high-pressure pumps marketed under the trademarks of AquaBold™ and AquaSpire™. These pumps range from single to multiple stage centrifugal pumps to circulation and advanced high-speed pumps.

Oil & Gas

In the oil and gas market, we design and manufacture complete energy recovery and energy generating systems, that include the IsoBoost™ and the IsoGen™. The IsoBoost energy recovery systems are comprised of turbines and industrial pumps. Our IsoGen systems, through the integration of high-efficiency turbines and electric generators, enable oil and gas operators to capture hydraulic energy and generate electricity from high-pressure fluid flows. Additionally, our energy recovery and power generation systems result in lower capital costs for oil and gas operators by minimizing the need for high-pressure pumps that consume large amounts of energy. Another key attribute in our IsoBoost and IsoGen systems is the ease of installation, resulting in low downtime during and after the installation process.

In December 2014, we introduced the VorTeq hydraulic pumping solution. The VorTeq hydraulic pumping solution is designed to isolate and save fracking pumps by addressing pump failure and re-routing hostile fracking fluid away from critical and costly pumps. This leads to reduced maintenance costs by improving the life expectancies of the fracking pump.

Services

In addition to our industry-leading products, we provide a portfolio of services tailored to our customers' needs. Specifically, we assist our customers in the early stages of planning and design by leveraging our broad experience in fluid flows. We also provide engineering, technical support, and training to customers during product installation and plant commissioning. Additionally, we offer preventive maintenance and support services as well as reinstallation services. To date the revenue from these services has not represented a significant portion of net revenue.

Customers

Our customers include major international engineering, procurement, and construction ("EPC") firms that design and build large desalination plants. Our customers also include a number of original equipment manufacturers ("OEM"), which are companies that supply equipment and packaged solutions for small- to medium-sized desalination plants. In the oil and gas market, our potential customers include international oil companies ("IOC"), national oil companies ("NOC"), and exploration and production companies ("E&P").

Water Desalination

Large Engineering, Procurement and Construction Firms

A significant portion of our revenue historically has come from sales of products to large EPC firms worldwide that have the required desalination expertise to engineer, undertake procurement for, construct, and sometimes own and operate large desalination plants or mega-projects ("MPD"). We work with these firms to specify our products for their plants. The time between project tender and product shipment can range from 6 to 16 months. Each MPD typically represents a revenue opportunity of between $1 million and $10 million.

A limited number of these EPC firms account for 10% or more of our net revenue. Revenue from customers representing 10% or more of net revenue varies from year to year. For the year ended December 31, 2014, one customer, IDE Americas, Inc., accounted for approximately 14% of our net revenue. For the year ended December 31, 2013, one customer, Acciona Agua, S.A.U., accounted for approximately 15% of our net revenue. For the year ended December 31, 2012, one customer, I.V.M. Minrav Sadyt (a consortium of Minrav Holdings, Ltd. and Sadyt, a Valoriza Aqua company), accounted for approximately 16% of our net revenue.

Original Equipment Manufacturers

We also sell our products and services to suppliers of pumps and other water-related equipment for assembly and use in small- to medium-sized desalination plants located in hotels, power plants, cruise ships, farm operations, island bottlers, mobile and containerized water desalination solutions, and small municipalities. These OEMs also purchase our products for “quick water” or emergency water solutions. In this market, the time from project tender to shipment ranges from one to six months.

Oil and Gas

We have contracted and delivered oil and gas solutions, as pilot projects and sales, comprised of our IsoBoost and IsoGen systems to customers in Asia and the Middle East. The sales cycle for our oil and gas products can be prolonged and may be impacted by procurement processes and budgetary constraints. For the year ended December 31, 2014, we recognized oil and gas revenue from the operating lease and lease buy-out of an IsoGen system to a customer in Saudi Arabia. For the years ended December 31, 2013 and 2012, we did not recognize any revenue from shipments of our oil and gas products.

In 2014, we entered into a strategic partnership with Liberty Oil Field Services to pilot and field test the VorTeq hydraulic pumping solution.

Competition

Water Desalination

The market for energy recovery devices and pumps in the desalination market is competitive. As the demand for fresh water increases and the market expands, we expect competition to persist and intensify.

We have two main competitors for our energy recovery devices: Flowserve Corporation (Flowserve) and Fluid Equipment Development Company (FEDCO). We compete with these companies on the basis of price, quality, efficiency, lead time, expected life, downtime, and maintenance costs. Although these companies may offer

competing products at lower prices, we believe that our products offer a competitive advantage because our products are the most cost-effective energy recovery devices for reverse osmosis desalination over time.

In the market for large desalination projects, our PX devices and large turbochargers compete primarily with Flowserve's DWEER product. We believe that our PX devices have a competitive advantage over DWEER devices because our devices are made with highly durable and corrosion-resistant ceramic parts that are designed for a life of 25 years, are warranted for high efficiencies, cause no unplanned downtime, and offer lower lifecycle costs. Additionally, the PX devices offer optimum scalability with a quick startup as well as minimal maintenance. We believe that our large turbocharger products also have a competitive advantage over the DWEER product, particularly in countries where energy costs are low and upfront capital costs are a critical factor in purchase decisions, because our turbocharger products have lower upfront capital costs, a simple design with one moving part, a small physical footprint, and a long operating life that leads to low total lifecycle costs.

In the market for small- to medium-sized desalination plants, our products compete with Flowserve's Pelton turbines and FEDCO's turbochargers. We believe that our PX devices have a competitive advantage over these products because our devices provide up to 98% energy efficiency, have lower lifecycle maintenance costs, and are made of highly durable and corrosion-resistant ceramic parts. We also believe that our turbochargers compete favorably with Pelton turbines and FEDCO turbochargers on the basis of efficiency and price and because our turbochargers have design advantages that enhance efficiency, field flexibility, and serviceability.

In the market for high-pressure pumps, our products compete with pumps manufactured by Clyde Union Ltd.:; FEDCO; Flowserve; Düchting Pumpen Maschinenfabrik GmbH & Co KG; KSB Aktiengesellschaft; Torishima Pump Mfg. Co., Ltd.; Sulzer Pumps, Ltd.; and other companies. We believe that our pump products are competitive with these products because our pumps are developed specifically for reverse osmosis desalination, are highly efficient, and feature product-lubricated bearings.

Oil and Gas

Within the midstream and downstream oil and gas markets, acid gas removal — also known as amine gas treating — refers to a process that utilizes solvents such as an amine solution to remove acid gasses, specifically hydrogen sulfide (H2S) and carbon dioxide (CO2) from natural gas, synthesis gas, or other hydrocarbon streams. Our IsoBoost and IsoGen technologies integrate into acid gas removal systems to reduce energy consumption and increase the reliability and uptime of the amine circulation system. Currently, most acid gas removal plants use pumps and valves to pressurize and depressurize the amine solution; the depressurization of the cleansing fluid (e.g. amine) provides an opportunity for the use of energy recovery devices.

Energy Recovery's IsoBoost system is based partly on hydraulic turbocharger technology. While to our knowledge the only turbocharger systems presently utilized in acid gas removal applications are manufactured by Energy Recovery, there is at least one established competitor, FEDCO, which makes a similar hydraulic turbocharger for desalination applications. We combine our highly competitive turbocharger technology with process equipment and control systems to make a unique, proprietary, and highly competitive offering for oil and gas and petrochemical plants.

Our IsoGen system is partly based on hydraulic turbine technology which converts recovered energy to electric power. Many other companies make hydraulic turbines for a broad range of applications. For acid gas removal plants, our competitors utilize reverse running pumps (also called hydraulic power recovery turbines or HPRTs) to perform the same energy recovery function that our IsoGen systems provide. These reverse running pumps are typically part of a large "skid-mounted" system, incorporating a multi-stage pump and motor, all rotating about a common shaft. Flowserve, Sulzer, and Shin Nippon Machinery are known to have supplied these systems though other major pump companies may have built systems for this application as well. We believe most of our competitors' reverse running pump systems present concerns related to reliability, operational flexibility, and low energy efficiency as compared to our solution.

Sales and Marketing

We market and sell our products directly to customers through our sales organization and, in some countries, through authorized, independent sales agents. Our current sales organization consists of two groups, water desalination and oil and gas. The water desalination group targets MPD, OEM, and aftermarket opportunities. MPD opportunities are for desalination projects exceeding 50,000 cubic meters per day. OEM opportunities include sales of PX devices, turbochargers, and pumps for plants designed to produce less than 50,000 cubic meters per day. Aftermarket opportunities include replacement parts and additional product, as well as technical support, training, product installation, and plant commissioning. Our oil and gas group targets opportunities with oil and gas customers who have applications for our products and services.

A significant portion of our revenue is from outside of the United States. Sales in the United States represented 4%, 13%, and 8% of our net revenue for the fiscal years 2014, 2013, and 2012, respectively. Additional segment and geographical information regarding our net revenue is included in Note 13 to the Consolidated Financial Statements in this Form 10-K.

Since many of the large EPC firms that specialize in large projects are located in the Mediterranean region, we have sales and technical staff based out of Spain. A sales branch in Dubai, United Arab Emirates serves the Middle East, where many desalination plants and key EPC firms are located. We also have a sales office in Shanghai, China to address this emerging market for our energy recovery products. In the U.S., our sales office along with our corporate headquarters is located in San Leandro, California. As opportunities and diversification dictate, particularly in oil and gas, we will look to expand our geographical presence.

Manufacturing

We have a manufacturing facility in San Leandro, California, where our energy recovery devices are produced, assembled, and tested. We produce the majority of our ceramic components for our PX products in our ceramics manufacturing facility. We complete machining and assemble all ceramic components of our PX devices and many components of our turbochargers and pumps to protect the proprietary nature of our manufacturing methods and product designs and to maintain premium quality standards.

We previously manufactured and tested our turbochargers and pumps at a manufacturing facility in New Boston, Michigan. In 2011, we integrated all manufacturing and testing into our manufacturing facility in San Leandro. In September 2013, we sold the New Boston property.

Research and Development

Design, quality, and innovation are key facets of our corporate culture. Our development efforts are focused on enhancing our existing energy recovery devices and pumps for the desalination market and advancing our know-how in fluid dynamics for use in other markets such as oil and gas. In the last several years our engineering work has led to the development of new product lines for applications both within the water desalination market as well as other fluid flow applications such as oil and gas.

We continue to make significant investments in oil and gas technologies and solutions to diversify our business and expand addressable markets. Most of these investments are expensed as incurred in research and development expense. Those that have reached technological feasibility are ultimately recorded in cost of revenue when leased, sold, or evaluated for net realizable value and therefore impact gross profit. Research and development expense totaled $9.7 million, $4.4 million, and $4.8 million in 2014, 2013, and 2012, respectively. Research and development costs may increase in the future as we continue to advance our existing technology and develop new energy recovery and efficiency-enhancing solutions for markets outside of seawater desalination.

Seasonality

We often experience substantial fluctuations in net revenue from quarter to quarter and from year to year due to the fact that a single order for our energy recovery devices by a large EPC firm for a particular plant may represent significant revenue. In addition, historically our EPC customers tend to order a significant amount of equipment for delivery in the fourth quarter, and as a consequence, a significant portion of our annual sales typically occurs during the fourth quarter.

Intellectual Property

We seek patent protection for new technologies, inventions, and improvements that are likely to be incorporated into our products. We rely on patents, trade secret laws, and contractual safeguards to protect the proprietary tooling, processing techniques, and other know-how used in the production of our products. We have a robust intellectual property portfolio consisting of (i) U.S. and internationally issued patents and (ii) a number of U.S. and International pending patent applications.

We have registered the following trademarks with the United States Patent and Trademark office: “ERI,” “PX,” “PX Pressure Exchanger,” “Pressure Exchanger,” the Energy Recovery logo, “ERI Energy Recovery, Inc.”, and “Making Desalination Affordable.” We have also applied for and received registrations in international trademark offices.

Employees

As of December 31, 2014, we had 124 employees: 38 in manufacturing; 28 in corporate services and management; 36 in sales, service, and marketing; and 22 in engineering and R&D. Fourteen of these employees were located outside of the United States. We also engage a relatively small number of independent contractors from time to time. We have not experienced any work stoppages, and our employees are not unionized.

Item 1A — Risk Factors

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking statements as a result of various factors, including those set forth below.

Almost all of our revenue is derived from sales of energy recovery devices and pumps used in reverse osmosis desalination; a decline in demand for desalination or the reverse osmosis method of desalination will reduce demand for our products and will cause our sales and revenue to decline.

Products for the desalination market have historically accounted for a high percentage of our revenue. We expect that the revenue from these products will continue to account for most of our revenue in the next few years. Any factors adversely affecting the demand for desalination, including changes in weather patterns, increased precipitation in areas of high human population density, new technology for producing fresh water, increased water conservation or reuse, political changes and unrest, changes in the global economy, or changes in industry or governmental regulations could reduce the demand for our energy recovery products and services and could cause a significant decline in our revenue. Similarly, any factors adversely affecting the demand for energy recovery products in reverse osmosis desalination, including new energy technology or reduced energy costs, new methods of desalination that reduce pressure and energy requirements, or improvements in membrane technology could reduce the demand for our energy recovery devices and could cause a significant decline in our revenue. Some of the factors that may affect sales of our energy recovery devices and pumps may be out of our control.

We depend on the construction of new desalination plants for revenue, and as a result, our operating results have experienced, and may continue to experience, significant variability due to volatility in capital spending, availability of project financing, and other factors affecting the water desalination industry.

We currently derive substantially all of our revenue from sales of products and services used in desalination plants for municipalities, hotels, mobile containerized desalination solutions, resorts, and agricultural operations in dry or drought-ridden regions of the world. The demand for our products may decrease if the construction of desalination plants declines for political, economic, or other factors, especially in these regions. Other factors that could affect the number and capacity of desalination plants built or the timing of their completion include the availability of required engineering and design resources; a weak global economy; shortage in the supply of credit and other forms of financing; changes in government regulation, permitting requirements, or priorities; and reduced capital spending for desalination. Each of these factors could result in reduced or uneven demand for our products. Pronounced variability or delays in the construction of desalination plants or reductions in spending for desalination could negatively impact our sales and revenue and make it difficult for us to accurately forecast our future sales and revenue, which could lead to increased inventory and use of working capital.

Our revenue and growth depend upon the continued viability and growth of the seawater reverse osmosis desalination industry using current technology.

If there is a downturn in the seawater reverse osmosis desalination industry, our sales would be directly and adversely impacted. Changes in seawater reverse osmosis desalination technology could also reduce the demand for our devices. For example, a reduction in the operating pressure used in seawater reverse osmosis desalination plants could reduce the need for, and viability of, our energy recovery devices. Membrane manufacturers are actively working on low-pressure membranes for seawater reverse osmosis desalination that could potentially be used on a large scale to desalinate seawater at much lower pressures than is currently necessary.

Engineers are also evaluating the possibility of diluting seawater prior to reverse osmosis desalination to reduce the required membrane pressure. Similarly, an increase in the membrane recovery rate would reduce the number of energy recovery devices required and would reduce the demand for our product. A significant reduction in the cost of power may reduce demand for our product or favor a less expensive product from a competitor.

Any of these changes would adversely impact our revenue and growth. Water shortages and demand for desalination can also be adversely affected by water conservation and water reuse initiatives.

New planned seawater reverse osmosis projects can be cancelled and/or delayed, and cancellations and/or delays may negatively impact our revenue.

Planned seawater reverse osmosis desalination projects can be cancelled or postponed due to delays in, or failure to obtain, approval, financing, or permitting for plant construction because of political factors, including political unrest in key desalination markets such as the Middle East; worsening financial conditions; or other factors. Even though we may have a signed contract to provide a certain number of energy recovery devices by a certain date, shipments may be suspended or delayed at the request of customers. Such shipping delays negatively impact our results of operations and revenue. As a result of these factors, we have experienced, and may in the future experience, significant variability in our revenue on both an annual and a quarterly basis.

We rely on a limited number of engineering, procurement, and construction firms for a large portion of our revenue. If these customers delay or cancel their commitments, do not purchase our products in connection with future projects, or are unable to attract and retain sufficient qualified engineers to support their growth, our revenue could significantly decrease, which would adversely affect our financial condition and future growth.

There are a limited number of large engineering, procurement, and construction firms in the desalination industry, and these customers account for a substantial portion of our net revenue. One or more of these customers represent 10% or more of our net revenue each year, and the customers in this category vary from year to year. Since, in most cases, we do not have long-term contracts with these large customers, but rather sell to them on a purchase order or project basis, these orders may be postponed or delayed on short or no notice. If any of these customers reduces or delays its purchases, cancels a project, decides not to specify our products for future projects, fails to attract and retain qualified engineers and other staff, fails to pay amounts due to us, experiences financial difficulties, or experiences reduced demand for its services, we may not be able to replace that lost business and our projected revenue may significantly decrease, which will adversely affect our financial condition and future growth.

We face competition from a number of companies that offer competing energy recovery and pump solutions. If any one of these companies produces superior technology or offers more cost-effective products, our competitive position in the market could be harmed and our profits may decline.

The market for energy recovery devices and pumps for desalination plants is competitive and evolving. We expect competition, especially competition on price, to persist and intensify as the desalination market grows and new competitors enter the market. Some of our current and potential competitors may have significantly greater financial, technical, marketing, and other resources; longer operating histories; or greater name recognition. They may also have more extensive products and product lines that would enable them to offer multi-product or packaged solutions as well as competing products at lower prices or with other more favorable terms and conditions. As a result, our ability to sustain our market share may be adversely impacted, which would affect our business, operating results, and financial condition. In addition, if one of our competitors were to merge or partner with another company, the change in the competitive landscape could adversely affect our continuing ability to compete effectively.

Part of our inventory may be written off, which would increase our cost of revenues. In addition, we may be exposed to inventory-related losses on inventories purchased by our contract manufacturers.

Inventory of raw materials, parts, components, work in-process, or finished products may accumulate, and we may encounter losses due to a variety of factors, including:

- technological change in the desalination and oil and gas industries that result in product changes;
- long delays in shipment of our products or order cancellations;
- our need to order raw materials that have long lead times and our inability to estimate exact amounts and types of items thus needed, especially with regard to the configuration of our high-efficiency pumps; and
- cost reduction initiatives resulting in component changes within the products.

In addition, we may from time to time purchase more inventory than is immediately required in order to shorten our delivery time in case of an increase in demand for our products. If we are unable to forecast demand for our products with any degree of certainty and our actual orders from our customers are lower than these forecasts, we may accumulate excess inventory that we may be required to write off. If we are forced to write off this inventory, our business, financial condition, and results of operations could be adversely affected.

Our operating results may fluctuate significantly, making our future operating results difficult to predict causing our operating results to fall below expectations or guidance.

Our operating results may fluctuate due to a variety of factors, many of which are outside of our control. Since a single order for our energy recovery devices may represent substantial revenue, we have experienced significant fluctuations in revenue from quarter to quarter and year to year, and we expect such fluctuations to continue. As a result, comparing our operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. If our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may provide to the market, the price of our common stock would likely decline.

In 2014 and in past years, customer buying patterns led to a significant portion of our sales occurring in the fourth quarter. This presents the risk that delays, cancellations, or other adverse events in the fourth quarter could have a substantial negative impact on annual results. Our results have fluctuated due to adverse timing of larger orders during the year, the effects of a global decline in new desalination plant construction stemming from global economic and financial pressures, and competition. It is difficult for us to anticipate our future results, and our stock price may be adversely affected by the risks discussed in this paragraph.

If we are unable to collect unbilled receivables, which are caused by holdback provisions, our operating results will be adversely affected.

Our contracts with large engineering, procurement, and construction firms generally contain holdback provisions that typically delay final installment payments by up to 24 months after the product has been shipped and revenue has been recognized. Typically, between 5% and 25%, of the revenue we recognize pursuant to our customer contracts is subject to such holdback provisions and is accounted for as unbilled receivables until we deliver invoices for payment. Such holdbacks can result in relatively high current and non-current unbilled receivables. If we are unable to invoice and collect these performance holdbacks or if our customers fail to make these payments when due under the sales contracts, our results of operations will be adversely affected.

Our future success depends on our ability to diversify into new markets outside of desalination while continuing to market, enhance, and scale existing desalination products.

We believe that developing new products for applications outside of desalination is a necessary strategy to accelerate future growth in our business as we continue to market, enhance, and scale existing desalination products.

While new or enhanced products and services have the potential to meet specified needs of new or existing markets, pricing may not meet customer expectations, and our products may not compete favorably with products and services

of current or potential competitors. New products may be delayed or cancelled if they do not meet specifications, performance requirements, or quality standards, or perform as expected in a production environment. Product designs also may not scale as expected. We may have difficulty finding new markets for our existing technologies or developing or acquiring new products for new markets. Customers may not accept or be slow to adopt new products and services, and potential new markets may be too costly to penetrate. In addition, we may not be able to offer our products and services that meet customer expectations without decreasing our prices and eroding our margins. We may also have difficulty executing plans to break into new markets, expanding our operations to successfully manufacture new products, or scaling our operations to accommodate increased business. If we are unable to develop competitive new products, open new markets, and scale our business to support increased sales and new markets, our business and results of operations will be adversely affected.

We have hired and promoted individuals to new executive positions and undertaken other activities to pursue new markets beyond desalination. We may incur significant personnel and development expenses in these efforts without assurance as to when or if new products will contribute to revenue or be profitable.

Our diversification into different fluid flow markets such as oil & gas may not materialize according to our expectations.

We have made a substantial investment in research, development, and marketing to execute on our diversification strategy into fluid flow markets such as oil and gas. While we see diversification as core to our growth strategy, there is no guarantee that we will be successful in our efforts. Our model for growth is based on our ability to initiate and embrace disruptive technology trends, to enter new markets, both in terms of geographies and product areas, and to drive broad adoption of the products and services that we develop and market. While we believe that our products will, for example, enable gas processing plant operators to operate at a high level of energy efficiency with minimal downtime, we may be subject to claims if customers of these offerings experience significant downtimes or failures for which our warranty reserves may be inadequate given the lack of historical failure rates associated with new product introductions. We also could be subject to damage claims based on our products against which we may not be able to properly insure. In addition, profitability, if any, in oil and gas may be lower than in our desalination market, and we may not be sufficiently successful in our diversification efforts to recoup investments. If any of this were to occur, it could damage our reputation, limit our growth, and negatively affect our operating results.

The durable nature of our PX energy recovery devices may reduce or delay potential aftermarket revenue opportunities.

Our PX energy recovery devices utilize ceramic components that have to date demonstrated high durability, high corrosion resistance, and long life in seawater reverse osmosis desalination applications. Because most of our PX devices have been installed for a limited number of years, it is difficult to accurately predict their performance or endurance over a longer period of time. In the event that our products are more durable than expected, our opportunity for aftermarket revenue may be deferred.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales are difficult to predict and may vary substantially from quarter to quarter, which may cause our operating results to fluctuate.

Our sales efforts involve substantial education of our current and prospective customers about the use and benefits of our energy recovery products. This education process can be time-consuming and typically involves a significant product evaluation process. While the sales cycle for our OEM customers, which are involved with smaller desalination plants, averages one to six months, the average sales cycle for our international engineering, procurement, and construction firm customers, which are involved with larger desalination plants, ranges from 6 to 16 months and has, in some cases, extended up to 24 months. Sales efforts in the oil and gas market segments may be prolonged due

in part to customers' procurement processes and budgetary constraints. These long sales cycles make quarter-by-quarter revenue predictions difficult and results in our investing significant resources well in advance of orders for our products.

We depend on a limited number of suppliers for some of our components. If our suppliers are not able to meet our demand and/or requirements, our business could be harmed.

We rely on a limited number of suppliers for vessel housings, stainless steel ports, and alumina powder for our PX energy recovery devices and stainless steel castings and components for our turbochargers and pumps. Our reliance on a limited number of manufacturers for these supplies involves a number of risks, including reduced control over delivery schedules, quality assurance, manufacturing yields, production costs, and lack of guaranteed production capacity or product supply. We do not have long-term supply agreements with these suppliers and instead secure these supplies on a purchase order basis. Our suppliers have no obligation to supply products to us for any specific period, in any specific quantity, or at any specific price, except as set forth in a particular purchase order. Our requirements may represent a small portion of the total production capacities of these suppliers, and our suppliers may reallocate capacity to other customers, even during periods of high demand for our products. We have in the past experienced, and may in the future experience, product quality issues and delivery delays with our suppliers due to factors such as high industry demand or the inability of our vendors to consistently meet our quality or delivery requirements. If our suppliers were to cancel or materially change their commitments to us or fail to meet quality or delivery requirements needed to satisfy customer orders for our products, we could lose time-sensitive customer orders, be unable to develop or sell our products cost-effectively or on a timely basis, if at all, and have significantly decreased revenue, which would harm our business, operating results, and financial condition. We may qualify additional suppliers in the future, which would require time and resources. If we do not qualify additional suppliers, we may be exposed to increased risk of capacity shortages due to our dependence on current suppliers.

We are subject to risks related to product defects, which could lead to warranty claims in excess of our warranty provision or result in a significant or a large number of warranty or other claims in any given year.

We provide a warranty for certain products for a period of 18 to 30 months and provide up to a five-year warranty for the ceramic components of our PX-branded products. We test our products in our manufacturing facilities through a variety of means; however, there can be no assurance that our testing will reveal latent defects in our products, which may not become apparent until after the products have been sold into the market, or will replicate the harsh, corrosive, and varied conditions of the desalination and other plants in which they are installed. In addition, certain components of our turbochargers and pumps are custom-made and may not scale or perform as required in production environments. Accordingly, there is a risk that we may have significant warranty claims or breach supply agreements due to product defects. We may incur additional cost of revenue if our warranty provisions do not reflect the actual cost of resolving issues related to defects in our products. If these additional expenses are significant, they could adversely affect our business, financial condition, and results of operations.

If we are unable to protect our technology or enforce our intellectual property rights, our competitive position could be harmed, and we could be required to incur significant expenses to enforce our rights.

Our competitive position depends on our ability to establish and maintain proprietary rights in our technology and to protect our technology from copying by others. We rely on trade secret, patent, copyright, and trademark laws, as well as confidentiality agreements with employees and third parties, all of which may offer only limited protection. We hold a number of U.S. patents and patents outside the U.S. that are counterparts to the U.S. patents, and when their terms expire, we could become more vulnerable to increased competition. The protection of our intellectual property in some countries may be limited. We also do not know whether any of our pending patent applications will result in the issuance of patents or whether the examination process will require us to narrow our claims, and even if patents are issued, they may be contested, circumvented, or invalidated. Moreover, while we believe our issued patents are essential to the protection of our technology, the rights granted under any of our issued patents or patents that may be issued in the future may not provide us with proprietary protection or competitive advantages, and as with any technology, competitors may be able to develop similar or superior technologies now or in the future. In addition, our granted patents may not prevent misappropriation of our technology, particularly in foreign countries where intellectual property laws may not protect our proprietary rights as fully as those in the United States. This may render our patents impaired or useless and ultimately expose us to currently unanticipated competition. Protecting against the unauthorized use of our products, trademarks, and other proprietary rights is expensive, difficult, and in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Intellectual property litigation could result in substantial costs and diversion of management resources, either of which could harm our business.

Claims by others that we infringe their proprietary rights could harm our business.

Third parties could claim that our technology infringes their intellectual property rights. In addition, we or our customers may be contacted by third parties suggesting that we obtain a license to certain of their intellectual property rights that they may believe we are infringing. We expect that infringement claims against us may increase as the

number of products and competitors in our market increases and overlaps occur. In addition, to the extent that we gain greater visibility, we believe that we will face a higher risk of being the subject of intellectual property infringement claims. Any claim of infringement by a third party, even those without merit, could cause us to incur substantial costs defending against the claim and could distract management from our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment against us could also include an injunction or other court order that could prevent us from offering our products. In addition, we might be required to seek a license for the use of such intellectual property, which may not be available on commercially reasonable terms, or at all. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and may ultimately not be successful. Any of these events could seriously harm our business. Third parties may also assert infringement claims against our customers. Because we generally indemnify our customers if our products infringe the proprietary rights of third parties, any such claims would require us to initiate or defend protracted and costly litigation on their behalf in one or more jurisdictions, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers.

We are currently involved in legal proceedings, and may be subject to additional future legal proceedings, that may result in material adverse outcomes.

In addition to intellectual property litigation risks discussed above, we are presently involved, and may become involved in the future, in various commercial and other disputes as well as related claims and legal proceedings that arise from time to time in the course of our business. We believe that we have substantial defenses in the matters currently pending; however, the process of settling or litigating claims is subject to uncertainties, and our views of these matters may change in the future. On January 20, 2015, we were named, among other defendants, in a purported class action on behalf of alleging securities act violations. These and any future lawsuits to which we may become a party will likely be expensive and time consuming to investigate, defend and resolve, and will divert our management's attention. Any litigation to which we are a party may result in an onerous or unfavorable judgment that may not be reversed upon appeal or in payments of substantial monetary damages or fines, or we may decide to settle lawsuits on similarly unfavorable terms, which could have an adverse effect our business, financial condition, or results of operations.

Our business entails significant costs that are fixed or difficult to reduce in the short term while demand for our products is variable and subject to downturns, which may adversely affect our operating results.

Our business requires investments in facilities, equipment, R&D, and training that are either fixed or difficult to reduce or scale in the short term. At the same time, the market for our products is variable and has experienced downturns due to factors such as economic recessions, increased precipitation, uncertain global financial markets, and political changes, many of which are outside of our control. During periods of reduced product demand, we may experience higher relative costs and excess manufacturing capacity, resulting in high overhead and lower gross profit margins while causing cash flow and profitability to decline. Similarly, although we believe that our existing manufacturing facilities are capable of meeting current demand and demand for the foreseeable future, the continued success of our business depends on our ability to expand our manufacturing, research and development, and testing facilities to meet market needs. If we are unable to respond timely to an increase in demand, our revenue, gross profit margin, cash flow, and net income may be adversely affected.

If we need additional capital to fund future growth, it may not be available on favorable terms, or at all.

Our primary source of cash historically has been proceeds from the issuance of common stock, customer payments for our products and services, and borrowing under credit facilities. This has funded our operations, capital expenditures, and expansion. We may require additional capital from equity or debt financing in the future to fund our operations or respond to competitive pressures or strategic opportunities, such as an acquisition. We may not be able to secure such additional financing on favorable terms or at all. The terms of additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities, or other securities convertible into equity, our existing stockholders could suffer significant dilution in their percentage ownership of our company, and any new securities that we issue could have rights, preferences, or privileges senior to those of existing or future holders of our common stock. If we are unable to obtain necessary financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to

respond to business challenges or opportunities could be significantly limited.

If foreign and local government entities no longer guarantee and subsidize, or are willing to engage in, the construction and maintenance of desalination plants and projects, the demand for our products would decline and adversely affect our business.

Our products are used in seawater reverse osmosis desalination plants, which are often constructed and maintained with local, regional, or national government guarantees and subsidies, including tax-free bonds. The rate of construction of desalination plants depends on each governing entity's willingness and ability to obtain and allocate funds for such projects. In addition, some desalination projects in the Middle East and North Africa have been funded by budget surpluses resulting from high crude oil and natural gas prices. Since prices for crude oil and natural gas vary, governments in those countries may not have the necessary funding for such projects and may cancel the projects or divert funds allocated for them to other projects. Political unrest, coups, or changes in government administrations, such as recent political changes and unrest in the Middle East, may result in policy or priority changes that may also cause governments to cancel, delay, or re-contract planned or ongoing projects. Government embargoes may also prohibit sales into certain countries. As a result, the demand for our products could decline and negatively affect our revenue base, our overall profitability, and the pace of our expected growth.

Our products are highly technical and may contain undetected flaws or defects that could harm our business and our reputation and adversely affect our financial condition.

The manufacture of our products is highly technical and some designs and components of our turbochargers and pumps are custom-made. Our products may contain latent defects or flaws. We test our products prior to commercial release, and during such testing have discovered, and may in the future discover, flaws and defects that need to be resolved prior to release. Resolving these flaws and defects can take a significant amount of time and prevent our technical personnel from working on other important tasks. In addition, our products have contained, and may in the future contain, one or more flaws that were not detected prior to commercial release to our customers. Some flaws in our products may only be discovered after a product has been installed and used by customers. Any flaws or defects discovered in our products after commercial release could result in loss of revenue or delay in revenue recognition, loss of customers, and increased service and warranty costs, any of which could adversely affect our business, operating results, and financial condition. In addition, we could face claims for product liability, tort, or breach of warranty. Our contracts with our customers contain provisions relating to warranty disclaimers and liability limitations, which may not be upheld or, for reasons of good long-term customer relations, we may not be willing to enforce. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention and adversely affect the market's perception of us and our products. In addition, if our business liability insurance coverage proves inadequate or future coverage is unavailable on acceptable terms or at all, our business, operating results, and financial condition could be harmed.

Our international sales and operations subject us to additional risks that may adversely affect our operating results.

Historically, we have derived a significant portion of our revenue from customers whose seawater reverse osmosis desalination facilities are outside of the United States. Many of these projects are located in emerging growth countries with relatively young or unstable market economies or changing political environments. These countries may be affected significantly by global economic conditions and the liquidity of credit markets. We also rely on sales and technical support personnel stationed in Europe, Asia, and the Middle East, and we expect to continue to add personnel in other countries. Governmental changes, political unrest or reforms, or changes in the business, regulatory, or political environments of the countries in which we sell our products or have staff could have a material adverse effect on our business, financial condition, and results of operations.

Sales of our products have to date been denominated principally in U.S. Dollars. The strengthening of the U.S. Dollar could increase the price of our products in the currency of the countries in which our customers are located. This may result in our customers seeking lower-priced suppliers, which could adversely impact our revenue, margins, and operating results. A larger portion of our international revenue may be denominated in foreign currencies in the future, which would subject us to increased risks associated with fluctuations in foreign exchange rates.

Our international contracts and operations subject us to a variety of additional risks, including:

- political and economic uncertainties;
- uncertainties related to the application of local contract and other laws, including reduced protection for intellectual property rights;
- trade barriers and other regulatory or contractual limitations on our ability to sell and service our products in certain foreign markets;
- difficulties in enforcing contracts, beginning operations as scheduled, and collecting accounts receivable, especially in emerging markets;
- increased travel, infrastructure, and legal compliance costs associated with multiple international locations;
- competing with non-U.S. companies that are not subject to the U.S. Foreign Corrupt Practices Act and other anti-bribery and anti-corruption laws;
- difficulty in attracting, hiring, and retaining qualified personnel; and
- instability in the capital markets and banking systems worldwide, especially in developing countries, which may limit the availability of project financing for the construction of desalination plants.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, which in turn could adversely affect our business, operating results, and financial condition.

Our failure to achieve or maintain adequate internal control over financial reporting in accordance with SEC rules or prevent or detect material misstatements in our annual or interim consolidated financial statements in the future could materially harm our business and cause our stock price to decline.

As a public company, SEC rules require that we maintain internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of published financial statements in accordance with generally accepted accounting principles, or GAAP, in the United States. Accordingly, we are required to document and test our internal controls and procedures to assess the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting. In the future, we may identify material weaknesses and deficiencies that we may not be able to remediate in a timely manner. If there are material weaknesses or deficiencies in our internal control, we will not be able to conclude that we have maintained effective internal control over financial reporting, or our independent registered public accounting firm may not be able to issue an unqualified report on the effectiveness of our internal control over financial reporting. As a result, our ability to report our financial results on a timely and accurate basis may be adversely affected, and investors may lose confidence in our financial information, which in turn could cause the market price of our common stock to decrease. We may also be required to restate our financial statements from prior periods. In addition, testing and maintaining internal control will require increased management time and resources. Any failure to maintain effective internal control over financial reporting could impair the success of our business and harm our financial results and an investor could lose all or a significant portion of his/her investment. If we have material weaknesses in our internal control over financial reporting, the accuracy and timing of our financial reporting may be adversely affected.

Our past acquisition and future acquisitions could disrupt our business, impact our margins, cause dilution to our stockholders, or harm our financial condition and operating results.

We acquired privately-held Pump Engineering, LLC in late 2009, and in the future, we may invest in other companies, technologies, or assets. We may not realize the expected benefits from our past or future acquisitions. We may not be able to find other suitable acquisition candidates, and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions, we cannot ensure that they will ultimately strengthen our competitive or financial position or that they will not be viewed negatively by customers, financial markets, investors, or the media. Acquisitions could also result in stockholder dilution or significant acquisition-related charges for restructuring, stock-based compensation, and the amortization of purchased technology and intangible assets. Expenses resulting from impairment of acquired goodwill, intangible assets, and purchased technology could also increase over time if the fair value of those assets decreases. A future change in market conditions, a downturn in our business, or a long-term decline in the quoted market price of our stock may result in a reduction of the fair value of acquisition-related assets. Any such impairment of goodwill or intangible assets could harm our operating results and financial condition. In addition, when we make an acquisition, we may have to assume some or all of that entity's liabilities, which may include liabilities that are not fully known at the time of the acquisition. Future acquisitions may reduce our cash available for operations and other uses. If we make future acquisitions, we may require additional cash or use shares of our common stock as payment, which would cause dilution to our existing stockholders.

Acquisitions entail a number of risks that could harm our ability to achieve their anticipated benefits. We could have difficulties integrating and retaining key management and other personnel, aligning product plans and sales strategies, coordinating research and development efforts, supporting customer relationships, aligning operations, and integrating accounting, order processing, purchasing, and other support services. Since acquired companies have different accounting and other operational practices, we may have difficulty harmonizing order processing, accounting, billing, resource management, information technology, and other systems company-wide. We may also have to invest more than anticipated in product or process improvements. Especially with acquisitions of privately-held or non-U.S. companies, we may face challenges developing and maintaining internal controls consistent with the requirements of the Sarbanes-Oxley Act and U.S. public accounting standards. Acquisitions may also disrupt our ongoing operations, divert management from day-to-day responsibilities, and disrupt other strategic, research and development, marketing, or sales efforts. Geographic and time zone differences and disparate corporate cultures may increase the difficulties and risks of an acquisition. If integration of our acquired businesses or assets is not successful or disrupts our ongoing operations, acquisitions may increase our expenses, harm our competitive position, adversely impact our operating results and financial condition, and fail to achieve anticipated revenue, cost, competitive, or other objectives.

Insiders and principal stockholders will likely have significant influence over matters requiring stockholder approval.

Our directors, executive officers, and other principal stockholders beneficially own, in the aggregate, a substantial amount of our outstanding common stock. Although they do not have majority control of the outstanding stock, these stockholders will likely have significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions such as a merger or other sale of our company or its assets.

Anti-takeover provisions in our charter documents and under Delaware law could discourage, delay, or prevent a change in control of our company and may affect the trading price of our common stock.

Provisions in our amended and restated certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:

- authorize our Board of Directors to issue, without further action by the stockholders, up to 10,000,000 shares of undesignated preferred stock;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our Board of Directors, the chairman of the board, the chief executive officer, or the president;
- establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our Board of Directors;
- establish that our Board of Directors is divided into three classes, Class I, Class II, and Class III, with each class serving staggered terms;
- provide that our directors may be removed only for cause;
- provide that vacancies on our Board of Directors may be filled only by a majority vote of directors then in office, even though less than a quorum;

- specify that no stockholder is permitted to cumulate votes at any election of directors; and

- require a super-majority of votes to amend certain of the above mentioned provisions.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. Section 203 generally prohibits us from engaging in a business combination with an interested stockholder subject to certain exceptions.

We may experience reputational damage if pilot projects for oil and gas customers do not materialize or perform as we expect or we are unable to use these pilot projects as showcases to drive new business and revenue growth.

Entry into new market segments such as oil and gas requires proof-of-concept and pilot projects to demonstrate commercial viability of the solution offering to potential customers and other market participants. If we are unable to penetrate the market with these projects or our solutions do not perform as expected, our reputation may suffer. Additionally, if we are unable, for any reason, to use initial projects as customer showcases, it may affect our growth into these markets. Issues with facility access, confidentiality, or overall project performance may affect our ability to showcase any of our projects to new potential customers, which would adversely affect revenue growth and operating results.

New regulations related to conflict minerals could adversely impact our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo (DRC) and adjoining countries. As a result, in August 2012, the SEC adopted annual disclosure and reporting requirements for those companies who use conflict minerals mined from the DRC and adjoining countries in their products. Disclosure requirements for the year 2014 are due in May of 2015.

Based on our purchasing policy and supplier selection, it is considered unlikely that any conflict minerals are used in the manufacturing of our products. Nevertheless, we are continuing a reasonable country of origin inquiry and have implemented a program of due diligence on the source and chain of custody for conflict minerals.

There are costs associated with complying with these disclosure requirements, including loss of customers and potential changes to products, processes, or sources of supply as a consequence of our verification activities. The implementation of these rules could adversely affect the sourcing, supply, and pricing of materials used in our products. As there may be only a limited number of suppliers offering “conflict free” minerals, we cannot be sure that we will be able to obtain necessary materials from such suppliers in sufficient quantities or at competitive prices. Also, we may face reputational challenges if we determine that certain of our products contain minerals not determined to be conflict-free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products through the procedures we have implemented.

Business interruptions may damage our facilities or those of our suppliers.

Our operations and those of our suppliers may be vulnerable to interruption by fire, earthquake, flood, and other natural disasters, as well as power loss, telecommunications failure, and other events beyond our control. Our facilities in California are located near major earthquake faults and have experienced earthquakes in the past. If a natural disaster occurs, our ability to conduct our operations could be seriously impaired, which could harm our business, financial condition, results of operations, and cash flows. We cannot be sure that the insurance we maintain against general business interruptions will be adequate to cover all of our losses.

We may have risks associated with security of our information technology systems.

We make significant efforts to maintain the security and integrity of our information technology systems and data. Despite significant efforts to create security barriers to such systems, it is virtually impossible for us to entirely mitigate this risk. There is a risk of industrial espionage, cyber-attacks, misuse or theft of information or assets, or damage to assets by people who may gain unauthorized access to our facilities, systems, or information. Such cybersecurity breaches, misuse, or other disruptions could lead to the disclosure of confidential information, improper usage and distribution of our intellectual property, theft, manipulation and destruction of private and proprietary data, and production downtimes.

Although we actively employ measures to prevent unauthorized access to our information systems, preventing unauthorized use or infringement of our rights is inherently difficult. These events could adversely affect our financial results and any legal action in connection with any such cybersecurity breach could be costly and time-consuming and may divert management's attention and adversely affect the market's perception of us and our products.

Global oil price deflation may result in the delay or cancellation of projects by oil and gas exploration and production customers thus negatively affecting the rate of our market penetration and consequently revenue.

There is a historical correlation between a strong U.S. dollar and declining oil prices. Emerging market economies, those dependent on commodity exports, and especially those for whom oil exports make up a significant percent of total exports, may be unable to retrofit or expand their oil exploration, production, and gas processing infrastructure thus negatively impacting our addressable market and future revenue. Additionally, oil price deflation may lead to widespread bankruptcies and defaults by exploration, production, and processing customers which may further negatively affect our addressable markets and financial performance.

We may be unable to fully develop or commercialize our VorTeq hydraulic pumping solution which may materially impact our financial condition and future growth.

We have invested and will continue to invest a substantial amount of financial and human resource capital in our initiative to develop, test, and eventually commercialize our VorTeq hydraulic pumping solution. If we are unable to commercialize our solution, field tests are not favorable or general frac industry environmental and regulatory issues negatively affect frac site operators, the introduction of the VorTeq hydraulic pumping solution may be delayed or even cancelled resulting in a material impact on our financial condition and future growth.

Item 1B — Unresolved Staff Comments

None

Item 2 — Properties

We lease approximately 170,000 square feet of space in San Leandro, California for product manufacturing, R&D, and executive headquarters under a lease that expires in November of 2019. We believe that this facility will be adequate for our purposes for the foreseeable future. Additionally, we lease sales offices in Dubai, United Arab Emirates and Shanghai, Peoples Republic of China.

Item 3 — Legal Proceedings

See Note 9 — C*ommitments and Contingencies* to the Consolidated Financial Statements in Item 8 of this report, under the heading "*Litigation,*" which is incorporated by reference into this Item 3, for a description of the lawsuits pending against us.

Item 4 — Mine Safety Disclosures

Not applicable.

PART II

Item 5 — Market for the Registrant's Common Stock Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock has been quoted on the NASDAQ Global Select Market under the symbol "ERII" since July 2, 2008.

The following table sets forth the high and low intra-day sales prices of our common stock for the periods indicated.

	2014		2013	
	High	Low	High	Low
First Quarter	$6.98	$3.82	$5.13	$3.30
Second Quarter	$6.18	$4.10	$4.50	$3.24
Third Quarter	$5.15	$3.54	$7.75	$3.99
Fourth Quarter	$5.42	$3.30	$7.55	$4.56

Stockholders

As of February 28, 2015, there were approximately 38 stockholders of record of our common stock as reported by our transfer agent, one of which is Cede & Co., a nominee for Depository Trust Company (DTC). All of the shares of common stock held by brokerage firms, banks, and other financial institutions as nominees for beneficial owners are deposited into participant accounts at DTC and are therefore considered to be held of record by Cede & Co. as one stockholder.

Dividend Policy

We have never declared or paid any dividends on our common stock, and we do not currently intend to pay any dividends on our common stock for the foreseeable future. Any future determination to pay dividends on our common stock will be, subject to applicable law, at the discretion of our Board of Directors and will depend upon, among other

factors, our results of operations, financial condition, capital requirements, and contractual restrictions in loan or other agreements.

Stock Repurchase Program

The following table summarizes the stock repurchase activity during the three months ended December 31, 2014:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Cumulative Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares That May Yet be Purchased Under the Program
Oct. 1 – Oct. 31, 2014	329,253	$ 3.651	329,253	2,303,147
Nov. 1 – Nov. 30, 2014	—	—	—	—
Dec. 1 – Dec. 31, 2014	—	—	—	—
Total for the period Oct. 1 – Dec. 31, 2014	329,253	$ 3.651	329,253	—

In February 2014, our Board of Directors authorized a stock repurchase program under which up to three million shares, not to exceed $6.0 million in aggregate cost, of our outstanding common stock could be repurchased through December 31, 2014 at the discretion of management. During the year ended December 31, 2014, 696,853 shares at an aggregate cost of $2.8 million were repurchased under this authorization. This 2014 repurchase authorization expired on December 31, 2014.

A stock repurchase program was not in place during 2013, therefore no shares were repurchased during that year.

In June 2011, our Board of Directors authorized a stock repurchase program under which up to five million shares of our outstanding common stock could be repurchased through its expiration date of June 2012 at the discretion of management. A total of 1,782,603 shares at an aggregate cost of $4.0 million were repurchased under this authorization during the year ending December 31, 2012. This 2011 repurchase authorization expired in June 2012.

Sales of Unregistered Securities

During the year ended December 31, 2014, warrants to purchase 450,000 shares of common stock were exercised. Warrants to purchase 50,000 shares of common stock were exercised for cash at a price of $1.00 per share. The proceeds received from this exercise totaled $50,000. Warrant to purchase 400,000 shares of common stock were exercised for 311,111 shares of common stock in lieu of cash proceeds. The remaining 88,889 warrants were cancelled and considered payment for the exercise.

During the year ended December 31, 2013, warrants to purchase 300,000 shares of common stock were exercised. Warrants to purchase 100,000 were exercised for cash at a price of $1.00 per share. The proceeds received from this exercise totaled $100,000. Warrants to purchase 200,000 shares of common stock were exercised for 180,276 shares in lieu of cash proceeds. The remaining 19,724 warrants were cancelled and considered payment for the exercise.

During the year ended December 31, 2012, warrants to purchase 20,000 shares of common stock were exercised for cash at a price of $0.20 per share. The proceeds received from this exercise totaled $4,000. See Note 11 — "*Stockholders' Equity,"* included in "Item 8 — Financial Statements and Supplementary Data" in this Report for additional information, included herein, relating to these warrants which were issued in 2004 and 2005, prior to our initial public offering.

These shares issued pursuant to the warrants were not registered under the Securities Act of 1933, as amended, in reliance upon the exemption set forth in Section 4(2) of that Act for transactions not involving a public offering.

Stock Performance Graph

The following graph shows the cumulative total stockholder return of an investment of $100 on December 31, 2009 in (i) our common stock, (ii) common stock of a selected group of peer issuers ("Peer Group"), and (iii) the NASDAQ Composite Index. Cumulative total return assumes the reinvestment of dividends, although dividends have never been declared on our stock, and is based on the returns of the component companies weighted according to their capitalizations as of the end of each quarterly period. The NASDAQ Composite Index tracks the aggregate price performance of equity securities traded on the NASDAQ. The Peer Group tracks the weighted average price performance of equity securities of seven companies in our industry: Consolidated Water Co. Ltd.; Flowserve Corp.; Hyflux Ltd., Kurita Water Industries Ltd.; Pentair Ltd.; Tetra Tech, Inc.; and The Gorman-Rupp Company. The return of each component issuer of the Peer Group is weighted according to the respective issuer's stock market capitalization at the end of each period for which a return is indicated. Our stock price performance shown in the graph below is not indicative of future stock price performance.

The following graph and its related information is not “soliciting material,” is not deemed “filed” with the SEC, and is not to be incorporated by reference into any filing of the Company under the 1933 Securities Act or 1934 Securities Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN *

Among Energy Recovery Inc., The NASDAQ Composite Index,

And A Peer Group

* Graph represents the value of $100 invested on December 31, 2009 in stock or index, including reinvestment of dividends as of the fiscal year ending December 31.

	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14
Energy Recovery, Inc.	100.00	53.20	37.50	49.42	80.67	76.60
NASDAQ Composite	100.00	117.61	118.70	139.00	196.83	223.74
Peer Group	100.00	112.77	94.91	122.55	179.51	152.52

Item 6 — Selected Financial Data

The following selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and Notes thereto included in this Report on Form 10-K.

	Years Ended December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
Consolidated Statements of Operations Data:					
Net revenue	$30,426	$43,045	$42,632	$28,047	$45,853
Cost of revenue	13,713	17,323	22,419	20,248	23,781
Gross profit	16,713	25,722	20,213	7,799	22,072
Operating expenses:					
General and administrative	14,139	15,192	15,146	16,745	14,471
Sales and marketing	10,525	7,952	7,290	7,997	8,205
Research and development	9,690	4,361	4,774	3,526	3,943
Amortization of intangible assets	842	921	1,042	1,360	2,624
Restructuring charges	—	184	369	3,294	—
Impairment of intangibles	—	—	1,020	—	—
Loss (gain) on fair value remeasurement	—	—	—	171	(2,147)
Proceeds from litigation settlement	—	—	(775)	—	—
Total operating expenses	35,196	28,610	28,866	33,093	27,096
Loss from operations	(18,483)	(2,888)	(8,653)	(25,294)	(5,024)
Other income (expense):					
Interest expense	—	—	(6)	(34)	(73)
Other non-operating income (expense), net	69	109	143	184	(137)
Loss before income taxes	(18,414)	(2,779)	(8,516)	(25,144)	(5,234)
Provision for (benefit from) income taxes	291	327	(262)	1,299	(1,626)
Net loss	$(18,705)	$(3,106)	$(8,254)	$(26,443)	$(3,608)
Loss per share – basic and diluted	$(0.36)	$(0.06)	$(0.16)	$(0.50)	$(0.07)
Number of shares used in per share calculations:					
Basic and diluted	51,675	51,066	51,452	52,612	52,072

	As of December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
Consolidated Balance Sheets Data:					
Cash and cash equivalents	$15,501	$14,371	$16,642	$18,507	$55,338
Short-term investments	13,072	5,856	9,497	11,706	—
Long-term investments	267	13,694	4,773	11,198	—
Total assets	85,941	101,935	104,554	110,713	133,917
Long-term liabilities	4,501	4,338	4,317	3,880	2,770
Total liabilities	16,023	15,020	17,173	13,759	13,117
Total stockholders' equity	69,918	86,915	87,381	96,954	120,800

Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management Discussion and Analysis is intended to help the reader understand our results of operations and financial condition. It should be read in conjunction with the Consolidated Financial Statements and related Notes included in "Item 8 — Financial Statements and Supplementary Data" in this Report.

We are in the business of designing, developing, and manufacturing energy recovery devices to transform untapped energy into reusable energy from industrial fluid flows and pressure cycles. Our company was founded in 1992, and we introduced the initial version of our Pressure Exchanger® energy recovery device in early 1997. In December 2009, we acquired Pump Engineering, LLC, which manufactured centrifugal energy recovery devices, known as turbochargers, as well as high-pressure pumps.

Our energy recovery devices are primarily used in seawater reverse osmosis desalination. We have invested significant research and development costs to expand into other pressurized fluid flow industries such as oil and gas. In 2014, we introduced a new product for the fracking industry, the VorTeq hydraulic pumping solution.

A significant portion of our net revenue typically has been generated by sales to a limited number of large engineering, procurement, and construction, or EPC, firms, which are involved with the design and construction of larger desalination plants. Sales to these firms often involve a long sales cycle, which can range from 6 to 16 months and, in some cases, up to 24 months. A single large desalination project can generate an order for numerous energy recovery devices and generally represents an opportunity for significant revenue. We also sell our devices to many small- to medium-sized original equipment manufacturers, or OEMs, which commission smaller desalination plants, order fewer energy recovery devices per plant, and have shorter sales cycles. In the oil and gas market, we currently have pilot devices installed and new devices pending installation for major oil and gas customers worldwide. For the year ended December 31, 2014, we recognized oil and gas revenue from the operating lease and lease buy-out of an IsoGen system to a customer in Saudi Arabia. For the years ended December 31, 2013 and 2012, we did not recognize any revenue from shipments of our oil and gas products.

We often experience substantial fluctuations in net revenue from quarter to quarter and from year to year due to the fact that a single order for our energy recovery devices by a large EPC firm for a particular plant may represent significant revenue. In addition, historically our EPC customers tend to order a significant amount of equipment for delivery in the fourth quarter, and as a consequence, a significant portion of our annual sales typically occurs during that quarter. The historical pattern of significant sales occurring in the fourth quarter was reflected in that period in 2014, 2013, and 2012.

A limited number of our customers account for a substantial portion of our net revenue and accounts receivable. Revenue from customers representing 10% or more of net revenue varies from period to period. For the years ended December 31, 2014, 2013, and 2012, one customer per year accounted for approximately 14%, 15%, and 16%, respectively, of our net revenue. See Note 14 — *"Concentrations"* in the Notes to the Consolidated Financial Statements for further details on customer concentration.

During the years ended December 31, 2014, 2013, and 2012, most of our net revenue was attributable to sales outside of the United States. We expect sales outside of the United States to remain a significant portion of our revenue for the foreseeable future.

Our revenue is principally derived from the sale of our energy recovery devices. We also derive revenue from the sale of our high-pressure and circulation pumps, which we manufacture and sell in connection with our energy recovery devices for use in desalination plants. Additionally, we receive revenue from the sale of spare parts and services, including start-up and commissioning services that we provide for our customers. In 2014, we recognized oil & gas revenue from the operating lease and lease buy-out of an IsoGen system.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles in the United States, or GAAP. These accounting principles require us to make estimates and judgments that can affect the reported amounts of assets and liabilities as of the date of the Consolidated Financial Statements as well as the reported amounts of revenue and expense during the periods presented. We believe that the estimates and judgments upon which we rely are reasonable based upon information available to us at the time that we make these estimates and judgments. To the extent that there are material differences between these estimates and actual results, our consolidated financial results will be affected. The accounting policies that reflect our more significant estimates and judgments and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are revenue recognition; allowance for doubtful accounts; allowance for product warranty; valuation of stock options; valuation and impairment of goodwill and acquired intangible assets; useful lives for depreciation and amortization; valuation adjustments for excess and obsolete inventory; deferred taxes and valuation allowances on deferred tax assets; and evaluation and measurement of contingencies, including contingent consideration.

The following is not intended to be a comprehensive list of all of our accounting policies or estimates. Our accounting policies are more fully described in Note 2 — "*Summary of Significant Accounting Policies,"* included in "Item 8 — Financial Statements and Supplementary Data" in this Report.

Revenue Recognition

We recognize revenue when the earnings process is complete, as evidenced by a written agreement with the customer, transfer of title, fixed pricing that is determinable, and collection that is reasonably assured. Transfer of title typically occurs upon shipment of the equipment pursuant to a written purchase order or contract. The portion of the sales agreement related to the field services and training for commissioning of our devices in a desalination plant is deferred until we have performed such services. We regularly evaluate our revenue arrangements to identify deliverables and to determine whether these deliverables are separable into multiple units of accounting.

Under our revenue recognition policy, evidence of an arrangement has been met when we have an executed purchase order, sales order, or stand-alone contract. Typically, smaller projects utilize sales or purchase orders that conform to standard terms and conditions.

The specified product performance criteria for our PX device pertain to the ability of our product to meet its published performance specifications and warranty provisions, which our products have demonstrated on a consistent basis. This factor, combined with historical performance metrics, provides our management with a reasonable basis to conclude that its PX device will perform satisfactorily upon commissioning of the plant. To ensure this successful product performance, we provide service consisting principally of supervision of customer personnel and training to the customers during the commissioning of the plant. The installation of the PX device is relatively simple, requires no customization, and is performed by the customer under the supervision of our personnel. We defer the value of the service and training component of the contract and recognize such revenue as services are rendered. Based on these factors, our management has concluded that, for sale of PX devices, delivery and performance have been completed upon shipment or delivery when title transfers based on the shipping terms.

We perform an evaluation of credit worthiness on an individual contract basis to assess whether collectability is reasonably assured. As part of this evaluation, our management considers many factors about the individual customer, including the underlying financial strength of the customer and/or partnership consortium and management's prior history or industry-specific knowledge about the customer and its supplier relationships. For smaller projects, we require the customer to remit payment generally within 30 to 90 days after product delivery. In some cases, if credit worthiness cannot be determined, prepayment or other security is required from smaller customers.

We establish separate units of accounting for contracts, as our contracts with customers typically include one or both of the following deliverables, and there is no right of return under the terms of the contract.

Products	
Commissioning which includes supervision of the installation, start-up, and training to ensure that the installation performed by the customer, which is relatively simple and straightforward, is completed consistent with the recommendations under the factory warranty.	

The commissioning services' element of our contracts represents an incidental portion of the total contract price. The allocable consideration for these services relative to that for the underlying products has been well under 1% of any arrangement. Commissioning is often bundled into the large stand-alone contracts, and we frequently sell products without commissioning since our product can be easily installed in a plant without supervision. These facts and circumstances validate that the delivered element has value on a stand-alone basis and should be considered a separate unit of accounting.

Having established separate units of accounting, we then take the next steps to allocate amounts to each unit of accounting. With respect to products, we have established vendor specific objective evidence ("VSOE") based on the price at which such products are sold separately without commissioning services. With respect to commissioning, we charge out our engineers for field visits to customers based on a stand-alone standard daily field service charge as well as a flat service rate for travel, if applicable. This has been determined to be the VSOE of the service based on stand-alone sales of other comparable professional services at consistent pricing.

The amount allocable to the delivered unit of account (in our case the product) is limited to the amount that is not contingent upon the delivery of additional items or meeting specified performance conditions. We adhere to consistent pricing in both stand-alone sale of products and professional services and the contractual pricing of products and commissioning of services in bundled arrangements.

For large projects, stand-alone contracts are utilized. For these contracts, consistent with industry practice, our customers typically require their suppliers, including Energy Recovery, to accept contractual holdback provisions (also referred to as a retention payment) whereby the final amounts due under the sales contract are remitted over extended periods of time or alternatively, stand-by letters of credit are issued to guarantee performance. These retention payments typically range between 5% and 25%, of the total contract amount and are due and payable when the customer is satisfied that certain specified product performance criteria have been met upon commissioning of the desalination plant, which may be up to 24 months from the date of product delivery as described further below.

Under stand-alone contracts, the usual payment arrangements are summarized as follows:

- an advance payment due upon execution of the contract, typically 10% to 20% of the total contract amount. This advance payment is accounted for as deferred revenue until shipment or when products are delivered to the customer, depending on the Incoterms and transfer of title;

- a payment ranging from 50% to 70% of the total contract is typically due upon delivery of the product. This payment is often divided into two parts. The first part, which is due 30 to 60 days following delivery of the product and documentation, is invoiced upon shipment when the product revenue is recognized and results in an open accounts receivable with the customer. The second part is typically due 90 to 120 days following product delivery and documentation. This payment is booked to unbilled receivables upon shipment when the product revenue is recognized, and it is invoiced to the customer upon notification that the equipment has been received or when the time period has expired. We have no performance obligation to complete to be legally entitled to this payment. It is invoiced based on the passage of time.

- a final retention payment of usually 5% to 25% of the contract amount is due either at the completion of plant commissioning or upon the issuance of a stand-by letter of credit, which is typically issued up to 24 months from the delivery date of products and documentation. This payment is recorded to unbilled receivables upon shipment when

the product revenue is recognized, and it is invoiced to the customer when it is determined that commissioning is complete or the stand-by letter of credit has been issued. This payment is not contingent upon the delivery of commissioning services. The Company had no performance obligation to complete to be legally entitled to this payment. It is invoiced based on the passage of time.

We do not provide our customers with a right of product return; however, we will accept returns of products that are deemed to be damaged or defective when delivered that are covered by the terms and conditions of the product warranty. Product returns have not been significant.

Shipping and handling charges billed to customers are included in net revenue. The cost of shipping to customers is included in cost of revenue

Allowances for Doubtful Accounts

We record a provision for doubtful accounts based on historical experience and a detailed assessment of the collectability of our accounts receivable. In estimating the allowance for doubtful accounts, we consider, among other factors, the aging of the accounts receivable, our historical write-offs, the credit worthiness of each customer, and general economic conditions. Account balances are charged off against the allowance when we believe that it is probable that the receivable will not be recovered. Actual write-offs may be in excess of our estimated allowance.

Warranty Costs

We sell products with a limited warranty for a period ranging from one to five years. We accrue for warranty costs based on estimated product failure rates, historical activity, and expectations of future costs. Periodically, we evaluate and adjust the warranty costs to the extent that actual warranty costs vary from the original estimates.

Stock-Based Compensation

We measure and recognize stock-based compensation expense based on the fair value measurement for all stock-based awards made to our employees and directors — including restricted stock units, restricted shares, and employee stock options — over the requisite service period (typically the vesting period of the awards). The fair value of restricted stock units and restricted stock is based on our stock price on the date of grant. The fair value of stock options is calculated on the date of grant using the Black-Scholes option pricing model, which requires a number of complex assumptions including expected life, expected volatility, risk-free interest rate, and dividend yield. The estimation of awards that will ultimately vest requires judgment, and to the extent that actual results or updated estimates differ from our current estimates, such amounts are recorded as a cumulative adjustment in the period in which the estimates are revised. See Note 12 — *"Stock-Based Compensation"* for further discussion of stock-based compensation

Goodwill and Other Intangible Assets

The purchase price of an acquired company is allocated between intangible assets and the net tangible assets of the acquired business with the residual purchase price recorded as goodwill. The determination of the value of the intangible assets acquired involves certain judgments and estimates. These judgments can include, but are not limited to, the cash flows that an asset is expected to generate in the future and the appropriate weighted average cost of capital.

Acquired intangible assets with determinable useful lives are amortized on a straight-line or accelerated basis over the estimated periods benefited, ranging from one to 20 years. Acquired intangible assets with contractual terms are amortized over their respective legal or contractual lives. Customer relationships and other non-contractual intangible assets with determinable lives are amortized over periods ranging from five to 20 years. Patents developed internally between 1995 and 2008 were recorded at cost and amortized on a straight-line basis over their expected useful life of 16 to 20 years. Since 2009, internally generated patent costs have been expensed as incurred.

We evaluate the recoverability of intangible assets by comparing the carrying amount of an asset to estimated future net undiscounted cash flows generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets. The evaluation of recoverability involves estimates of future operating cash flows based upon certain forecasted assumptions, including, but not limited to, revenue growth rates, gross profit margins, and operating expenses over the expected remaining useful life of the related asset. A shortfall in these estimated operating cash flows could result in an impairment charge in the future.

When certain events or changes in operating conditions occur, an impairment assessment is performed and lives of intangible assets with determinable lives may be adjusted. Accordingly, with the launch of the Company's new branding strategy in the fourth quarter of 2012 and the discontinuation of the use of the trademarks "PEI" and "Pump Engineering", we recorded an impairment charge of $1.0 million in our Consolidated Statements of Operations for the year ended December 31, 2012. No additional impairment of intangibles was recorded in the years ended December 31, 2014 or 2013. See Note 6 — *"Goodwill and Intangible Assets"* for further details related to acquired intangible assets.

Goodwill is not amortized, but is evaluated annually for impairment at the reporting unit level or when indicators of a potential impairment are present. Such indicators would normally include a significant reduction in our market capitalization, a decrease in operating results, or a deterioration in our financial position. We operate under a single reporting unit, and accordingly, all of our goodwill is associated with the entire company. Consequently, the annual evaluation for the impairment of goodwill is based on our market capitalization. For the years ending December 31, 2014 and 2013, we determined that, based on our market capitalization, goodwill was not impaired.

As of December 31, 2014 and 2013, acquired intangibles, including goodwill, relate to the acquisition of Pump Engineering, LLC during the fourth quarter of 2009. See Note 6 — *"Goodwill and Intangible Assets"* for further discussion of intangible assets.

Property and Equipment

Property and equipment is recorded at cost and reduced by accumulated depreciation. Depreciation expense is recognized over the estimated useful lives of the assets using the straight-line method. Estimated useful lives are three to ten years. Certain equipment used in the development and manufacturing of ceramic components is depreciated over estimated useful lives of up to ten years. Leasehold improvements represent remodeling and retrofitting costs for leased office and manufacturing space and are depreciated over the shorter of either the estimated useful lives or the term of the lease. Software purchased for internal use consists primarily of amounts paid for perpetual licenses to third-party software providers and installation costs. Software is depreciated over the estimated useful lives of three to five years. Estimated useful lives are periodically reviewed, and when appropriate, changes are made prospectively. When certain events or changes in operating conditions occur, asset lives may be adjusted and an impairment assessment may be performed on the recoverability of the carrying amounts. Maintenance and repairs are charged directly to expense as incurred.

We previously owned our manufacturing facility in New Boston, Michigan. As a result of the consolidation of our North American manufacturing operations, amounts related to the building and land were classified as held for sale at December 31, 2011. Accordingly, we impaired the building and land held for sale by $728,000 and ceased depreciation charges in December 2011. We recorded an additional $44,000 and $314,000 of impairment charges during the years ended December 31, 2013 and 2012, respectively, to reduce the carrying value to the estimated fair value. The property was sold in September 2013. Net proceeds from the sale totaled $1.2 million, resulting in a loss on sale of $0.1 million.

Inventories

Prior to January 1, 2014, inventories were stated at the lower of cost (using the weighted average cost method) or market. Effective, January 1, 2014, with the final implementation of our new enterprise resource planning ("ERP") system, we changed our method of accounting for inventories from the weighted average cost method to the first-in, first-out ("FIFO") method. We believe that the change is preferable, as the FIFO method better reflects the current value of inventories and provides more accurate matching of manufacturing costs and revenues. We calculate inventory valuation adjustments for excess and obsolete inventory based on current inventory levels, movement, expected useful

lives, and estimated future demand of the products and spare parts

Income Taxes

Current and non-current tax assets and liabilities are based upon an estimate of taxes refundable or payable for each of the jurisdictions in which we are subject to tax. In the ordinary course of business, there is inherent uncertainty in quantifying income tax positions. We assess income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances, and information available at the reporting dates. For those tax positions where it is more likely than not that a tax benefit will be sustained, we record the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit is recognized in the financial statements. When applicable, associated interest and penalties are recognized as a component of income tax expense. Accrued interest and penalties are included within the related tax asset or liability on the Consolidated Balance Sheets.

Deferred income taxes are provided for temporary differences arising from differences in bases of assets and liabilities for tax and financial reporting purposes. Deferred income taxes are recorded on temporary differences using enacted tax rates in effect for the year in which the temporary differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Significant judgment is required in determining whether and to what extent any valuation allowance is needed on our deferred tax assets. In making such a determination, we consider all available positive and negative evidence including recent results of operations, scheduled reversals of deferred tax liabilities, projected future income, and available tax planning strategies. As of December 31, 2014, we have a valuation allowance of approximately $20.4 million to reduce our deferred income tax assets to the amount expected to be realized. See Note 10 — *“Income Taxes”* for further discussion of the tax valuation allowance.

Our operations are subject to income and transaction taxes in the U.S. and in foreign jurisdictions. Significant estimates and judgments are required in determining our worldwide provision for income taxes. Some of these estimates are based on interpretations of existing tax laws or regulations. The ultimate amount of tax liability may be uncertain as a result.

Results of Operations

2014 Compared to 2013

The following table sets forth certain data from our operating results as a percentage of revenue for the years indicated:

	For the Year Ended December 31,					
	2014		2013		Change Increase (Decrease)	
Results of Operations: **						
Net revenue	$30,426	100%	$43,045	100%	$(12,619)	(29 %)
Cost of revenue	13,713	45 %	17,323	40 %	(3,610)	(21 %)
Gross profit	16,713	55 %	25,722	60 %	(9,009)	(35 %)
Operating expenses:						
General and administrative	14,139	46 %	15,192	35 %	(1,053)	(7 %)
Sales and marketing	10,525	35 %	7,952	18 %	2,573	32 %
Research and development	9,690	32 %	4,361	10 %	5,329	122 %
Amortization of intangible assets	842	3 %	921	2 %	(79)	(9 %)
Restructuring charges	—	*	184	*	(184)	(100%)
Total operating expenses	35,196	116%	28,610	66 %	6,586	23 %
Loss from operations	(18,483)	(61 %)	(2,888)	(7 %)	(15,595)	(540%)
Other income (expense):						
Other non-operating income (expense), net	69	*	109	*	(40)	(37 %)
Net loss before income tax	(18,414)	(61 %)	(2,779)	(6 %)	(15,635)	(563%)
Provision for (benefit from) income tax expense	291	1 %	327	1 %	(36)	(11 %)
Net loss	$(18,705)	(61 %)	$(3,106)	(7 %)	$(15,599)	(502%)

*Not meaningful
**Percentages may not add up to 100% due to rounding

Net revenue

Our net revenue decreased by $12.6 million, or 29%, to $30.4 million for the year ended December 31, 2014 from $43.0 million for the year ended December 31, 2013. The decrease in revenue was primarily due to significantly lower

mega-project (MPD) shipments in the current year compared to the previous year as well as lower OEM shipments. Of the $12.6 million decrease in revenue, $13.2 million related to MPD sales and $1.9 million related to OEM sales. The decreases in MPD and OEM sales were offset by $1.7 million of higher aftermarket shipments and $784,000 of revenue attributable to an oil & gas operating lease and lease buy-out.

Although we operate under one reportable segment, we categorize revenue based on the type of energy recovery device and its related products and services. Revenue by product category and as a percentage of net revenue was as follows:

	Years Ended December 31,			
	2014		2013	
PX devices and related products and services	$20,897	69 %	$34,319	80 %
Turbochargers and pumps and related products and services	8,745	28 %	8,726	20 %
Oil and gas product operating lease	784	3 %	—	—
Total net revenue	$30,426	100%	$43,045	100%

Revenue attributable to domestic and international sales and as a percentage of net revenue was as follows:

	Years Ended December 31,			
	2014		2013	
Domestic revenue	$1,273	4 %	$5,437	13 %
International revenue	29,153	96 %	37,608	87 %
Total net revenue	$30,426	100%	$43,045	100%

Gross profit

Gross profit represents our net revenue less our cost of revenue. Our cost of revenue consists primarily of raw materials, personnel costs (including stock-based compensation), manufacturing overhead, warranty costs, depreciation expense, and manufactured components. The largest component of our cost of revenue is raw materials. For the year ended December 31, 2014, gross profit as a percentage of net revenue was 55% compared to 60% for the year ended December 31, 2013.

The decrease in gross profit as a percentage of net revenue in 2014 compared to 2013 was primarily due to lower production volume and a shift in product mix toward turbochargers and pumps. The shift in product mix causes a decrease in total gross profit as turbochargers and pumps have a lower gross profit margin compared to PX devices.

Future gross profit is highly dependent on the product and customer mix of our net revenue, overall market demand and competition, and the volume of production in our manufacturing plant that determines our operating leverage. Accordingly, we are not able to predict our future gross profit levels with certainty. We do believe, however, that the levels of gross profit margin are sustainable to the extent that volume persists, our product mix favors PX devices, pricing remains stable, and we continue to realize cost saving through production efficiencies and enhanced yields.

Manufacturing average headcount decreased to 40 for the year ended December 31, 2014 from 44 for the year ended December 31, 2013.

Stock-based compensation expense included in cost of revenue was $101,000 for the year ended December 31, 2014 and $74,000 for the year ended December 31, 2013.

General and administrative

General and administrative expense decreased by $1.1 million, or 7%, to $14.1 million for the year ended December 31, 2014 from $15.2 million for the year ended December 31, 2013. General and administrative expense as a percentage of net revenue increased to 46% for the year ended December 31, 2014 compared to 35% for the year ended December 31, 2013 primarily due to lower net revenue period over period.

Of the $1.1 million net decrease in general and administrative expense, $1.8 million primarily related to compensation and employee-related benefits associated with the redeployment of personnel to oil & gas development, $850,000 related to the reversal of VAT expensed in 2011 and prior for which we subsequently sought recovery and a refund was received from the Spanish authorities during 2014, $149,000 related to the fair value remeasurement of the contingent consideration settled in 2014, and $0.2 million related to bad debt expense, occupancy costs, and other taxes. Offsetting the decreases was an increase of $2.0 million related to professional, legal, and other administrative costs, including that related to the termination of the former Senior Vice-President of Sales.

General and administrative average headcount decreased to 27 for the year ended December 31, 2014 from 28 for the year ended December 31, 2013.

Stock-based compensation expense included in general and administrative expense was $1.2 million for the year ended December 31, 2014 and $1.5 million for the year ended December 31, 2013.

Sales and marketing

Sales and marketing expense increased by $2.6 million, or 32%, to $10.5 million for the year ended December 31, 2014 from $8.0 million for the year ended December 31, 2013. Sales and marketing expense as a percentage of net revenue increased to 35% for the year ended December 31, 2014 from 18% for the year ended December 31, 2013, primarily due to higher sales and marketing expense and lower net revenue period over period.

Of the $2.6 million net increase in sales and marketing expense, $2.0 million related to compensation and employee-related benefits related to increased headcount including those redeployed from general and administrative and $1.1 million related to marketing, professional, occupancy, and other sales and marketing costs. The increases were offset by a decrease of $0.5 million related to sales commissions.

Sales and marketing average headcount increased to 33 for the year ended December 31, 2014 from 26 for the year ended December 31, 2013.

Stock-based compensation expense included in sales and marketing expense was $487,000 for the year ended December 31, 2014 and $424,000 for the year ended December 31, 2013.

Sales and marketing expenditures may increase in the future as we continue to advance our existing technologies and develop new energy recovery and efficiency-enhancing solutions for markets outside of seawater desalination.

Research and development

Research and development expense increased by $5.3 million, or 122%, to $9.7 million for the year ended December 31, 2014 from $4.4 million for the year ended December 31, 2013. Research and development expense as a percentage of net revenue increased to 32% for the year ended December 31, 2014 from 10% for the year ended December 31, 2013, primarily due to increased research and development costs and lower net revenue period over period.

Of the $5.3 million increase in research and development expense, $4.4 million related to direct R&D project costs associated with new product initiatives, $0.7 million related to compensation, employee-related benefits, and occupancy costs, and $0.2 million related to consulting and professional services.

Research and development average headcount increased to 19 for the year ended December 31, 2014 from 17 for the year ended December 31, 2013.

Stock-based compensation expense included in research and development expense was $342,000 for the year ended December 31, 2014 and $197,000 for the year ended December 31, 2013.

Research and development expenditures may increase in the future as we continue to advance our existing technologies and develop new energy recovery and efficiency-enhancing solutions for markets outside of seawater desalination.

Amortization of intangible assets

Amortization of intangible assets is primarily related to finite-lived intangible assets acquired as a result of our purchase of Pump Engineering, LLC in December 2009. These intangible assets include developed technology, non-compete agreements, backlog, trademarks, and customer relationships. Amortization expense decreased by $79,000, or 9%, to $0.8 million for the year ended December 31, 2014 from $0.9 million for the year ended December 31, 2013. The decrease was due to a $66,000 decrease in the amortization amount for customer relationships related to the sum-of-the-years-digits amortization calculation and $13,000 related to the full amortization of all intangibles, except developed technology, in November of 2014.

Restructuring charges

The decrease in restructuring charges was due to the sale of the final asset associated with the restructuring plan to consolidate our North American production activity being completed in September 2013. Net proceeds from the sale totaled $1.2 million, resulting in a loss on sale for these assets of $140,000, which was recorded in restructuring charges during the year ended December 31, 2013. Additional restructuring charges during the year ended December 31, 2013 included an impairment loss on assets held for sale of $44,000 to reflect the market value of the land and building. There were no restructuring charges in 2014.

Non-operating income (expense), net

Non-operating income (expense), net, decreased by $40,000 to income of $69,000 for the year ended December 31, 2014 from income of $109,000 for the year ended December 31, 2013. The decrease was due to $147,000 of unfavorable impacts from net foreign currency losses offset by higher interest and other income of $107,000 compared to the prior period.

Income taxes

The income tax provision was $0.3 million for both the year ended December 31, 2014 and for the year ended December 31, 2013. The tax provision of $0.3 million for the year ended December 31, 2014, consisted of tax expense of $317,000 related to the deferred tax effects associated with the amortization of goodwill and $17,000 related to state and other taxes. The tax expenses were offset by $42,000 of tax benefit associated with foreign currency translation adjustments recorded in other comprehensive income.

The tax provision of $0.3 million for the year ended December 31, 2013, consisted of tax expense of $227,000 related to the deferred tax effects associated with the amortization of goodwill, $97,000 related to our federal tax to actual provision adjustment, and $3,000 of state and other taxes.

2013 Compared to 2012

The following table sets forth certain data from our historical operating results as a percentage of revenue for the years indicated:

	For the Year Ended December 31,				**Change**	
	2013		**2012**		**Increase (Decrease)**	
Results of Operations: **						
Net revenue	$43,045	100 %	$42,632	100 %	$413	1 %
Cost of revenue	17,323	40 %	22,419	53 %	(5,096)	(23%)
Gross profit	25,722	60 %	20,213	47 %	5,509	27 %
Operating expenses:						
General and administrative	15,192	35 %	15,146	36 %	46	0 %
Sales and marketing	7,952	18 %	7,290	17 %	662	9 %
Research and development	4,361	10 %	4,774	11 %	(413)	(9%)
Amortization of intangible assets	921	2 %	1,042	2 %	(121)	(12%)
Restructuring charges	184	0	369	1 %	(185)	(50%)
Impairment of intangibles	—	0	1,020	2 %	(1,020)	(100%)
Proceeds from litigation settlement	—	0	(775)	(2%)	775	100 %
Total operating expenses	28,610	66 %	28,866	68 %	(256)	(1%)
Loss from operations	(2,888)	(7%)	(8,653)	(20%)	5,765	67 %

Other income (expense):						
Interest expense	—	0	(6)	0	6	100 %
Other non-operating income (expense), net	109	0	143	0	(34)	(24%)
Net loss before income tax	(2,779)	(6%)	(8,516)	(20%)	5,737	67 %
Provision for (benefit from) income tax expense	327	1 %	(262)	(1%)	589	225 %
Net loss	$(3,106)	(7%)	$(8,254)	(19%)	$5,148	62 %

*Not meaningful
**Percentages may not add up to 100% due to rounding

Net revenue

Net revenue increased by $0.4 million, or 1%, to $43.0 million for the year ended December 31, 2013 from $42.6 million for the year ended December 31, 2012. The increase in revenue was primarily due to strong performance in the fourth quarter of 2013. Strong OEM and aftermarket sales in 2013 contributed significantly to the increase in net revenue from 2012. The increase was offset by lower mega-project revenue as compared to 2012.

Revenue by product category and as a percentage of net revenue was as follows: