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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 30, 2026

**ACM Research, Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation)*

**001-38273**

*(Commission File Number)*

**94-3290283**

*(IRS Employer Identification No.)*

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

*(Address of Principal Executive Offices)*

**94539**

*(Zip Code)*

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Item 8.01 Other Events.

The shares of the operating subsidiary of ACM Research, Inc. (the “Company”), ACM Research (Shanghai), Inc. (“ACM Shanghai”), are listed on the Sci-Tech innovation board of the Shanghai Stock Exchange (the “SSE”).

On January 30, 2026, ACM Shanghai issued a notice (the “Notice”) to the SSE that the Company intends to sell 4,801,648 shares (the “Shares”) of ACM Shanghai through an inquiry-based transfer plan (the “Plan”). The Shares represent approximately 1.34% of the Company’s ownership interest in ACM Shanghai and approximately 1% of the total shares outstanding of ACM Shanghai, each as of January 30, 2026. The Company intends to use the proceeds from sales of the Shares for general corporate purposes. The Notice was posted to the SSE’s website on January 30, 2026. A copy of the Notice is attached as Exhibit 99.1 hereto.

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

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

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

Exhibit	Description
<a href="#">99.1*</a>	ACM Research (Shanghai), Inc. Shareholder Inquiry-Based Transfer Plan, submitted by ACM Research, Inc. to the Shanghai Stock Exchange on January 30, 2026.
104	Cover Page Interactive Data File (embedded within the XBRL document)

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

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ACM RESEARCH, INC.

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

Dated: January 30, 2026

Stock Code: 688082 Stock Short Name: ACM Shanghai Announcement No: 2026-003

## **ACM Research (Shanghai), Inc. Shareholder Inquiry-Based Transfer Plan**

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

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

### **Important Notices:**

The shareholder intending to participate in the pre-IPO inquiry-based transfer of ACM Shanghai (hereinafter referred to as the “Inquiry-Based Transfer”) is ACMR US;

The total number of shares intended to be transferred by the Transferor is 4,801,648 shares, representing 1.00% of the total share capital of ACM Shanghai;

The Inquiry-Based Transfer will not be conducted through centralized bidding trading or block trading and will not constitute a reduction of shares on the secondary market. Shares acquired by a transferee through the Inquiry-Based Transfer shall not be transferred within six (6) months after its acquisition thereof;

Each transferee of this Inquiry-Based Transfer shall be an institutional investor possessing corresponding pricing capability and risk tolerance.

### **I. Details on the Shareholder Intending to Participate in the Transfer**

#### **(I) Name, Number of Shares Held, and Shareholding Percentage of the Transferor**

The Transferor has entrusted Guotai Haitong Securities Co., Ltd. (hereinafter referred to as “Guotai Haitong”) to organize and implement the Inquiry-Based Transfer. As of January 30, 2026, the number of pre-IPO shares held by the Transferor and its percentage of the total share capital in ACM Shanghai are as follows:

S.N.	Name of the Shareholder Intending to Participate in the Transfer	Number of Shares Held (Shares)	Percentage of Total Share Capital
1	ACMR US	357,692,308	74.49%

Note: The above shareholding percentage is calculated based on ACM Shanghai’s total share capital of 480,164,789 shares as of January 30, 2026.

**(II) Whether the Transferor Is the Controlling Shareholder, the Actual Controller, a Shareholder Whose Shareholding Percentage Is More Than 5%, a Director or a Senior Management at ACM Shanghai**

The Transferor, ACMR US, in the Inquiry-Based Transfer, is the controlling shareholder of ACM Shanghai, which is a company controlled by HUI WANG, the actual controller and Chairman of ACM Shanghai, and the Transferor in the Inquiry-Based Transfer is a person acting in concert with HUI WANG and Jian Wang, a Director and General Manager of ACM Shanghai, collectively holding more than 5% of the total share capital of ACM Shanghai.

**(III) Transferor’s Statement on Clear Title of Shares Intended to Be Transferred, Absence of Transfer Restrictions or Prohibitions, Compliance with Applicable Rules, and Its Commitments**

The Transferor represents that the shares held by the Transferor have been released from lock-up restrictions and possess clear title.

The Transferor is not subject to any prohibition from reducing its shareholding in ACM Shanghai as set out in the *Interim Measures for the Administration of Shareholding Reduction by Shareholders of Listed Companies or the Guidelines No.*

*15 of Shanghai Stock Exchange for Self-Regulation of Listed Companies—Shareholding Reduction by Shareholders, Directors and Senior Management (Revised March 2025).*

The timing of the Transferor initiating, implementing and participating in the Inquiry-Based Transfer does not fall within the window period specified in Article 6 of the *Guidelines No. 4 of Shanghai Stock Exchange for Self-Regulation of Listed Companies on the STAR Market—Inquiry-Based Transfers and Placement (Revised March 2025)*. The Transferor is not subject to any of the circumstances specified in Articles 7 and 8 of the *Guidelines No. 15 of Shanghai Stock Exchange for Self-Regulation of Listed Companies—Shareholding Reduction by Shareholders, Directors and Senior Management (Revised March 2025)*.

The Transferor has not breached any regulations concerning shareholding reduction or any of its commitments.

#### **(IV) Commitment of the Transferor Regarding Its Sufficient Pre-IPO Shares Available for Transfer and Strict Compliance with Relevant Obligations**

The Transferor commits to having sufficient pre-IPO shares available for transfer and to strictly complying with all relevant obligations.

### **II. Main Contents of the Inquiry-Based Transfer Plan**

#### **(I) Basic Information of the Inquiry-Based Transfer**

The number of shares to be transferred in the Inquiry-Based Transfer shall be 4,801,648 shares, representing 1.00% of the total share capital of ACM Shanghai, and the reason for such transfer is the Transferor's own capital needs.

Name of Shareholder Intending to Transfer Shares	Number of Shares Intended to be Transferred	Percentage of Total Share Capital	Percentage of Shares Held	Reason for Transfer
ACMR US	4,801,648	1.00%	1.34%	Transferor's own capital needs

Note: Minor discrepancies in the above table result from rounding off. "Percentage of shares held" refers to the proportion of the shares intended to be transferred to the total number of shares held by ACMR US in ACM Shanghai as of January 30, 2026.

## (II) Basis for Determining the Floor Price and Principles and Methods for Determining the Transfer Price

The Transferor and the organizing securities company have jointly determined the floor price for the Inquiry-Based Transfer through consultation, taking into account factors such as the Transferor's own capital needs, and the floor price of the Inquiry-Based Transfer shall not be lower than 70% of the average trading price of the shares over the 20 trading days preceding the date of issuance of the subscription invitation (i.e., January 30, 2026, inclusive).

Upon the end of the quotation period for the inquiry-based subscription, Guotai Haitong will accumulate valid subscriptions and determine the transfer price based on the principles of price priority, volume priority and time priority.

The specific method is as follows:

1. If the total number of shares validly subscribed exceeds the upper limit of shares in the Inquiry-Based Transfer, then the transfer price, subscribers, and allocated number of shares shall be determined based on the following principles (the priority shall be determined in the order of serial numbers below):

(1) Priority of subscription price: ranking on a cumulative basis based on the descending order of bid prices;

(2) Priority of number of shares subscribed: if bid prices are identical, ranking on a cumulative basis based on the descending order of number of shares subscribed;

(3) Priority of timing for receipt of *Subscription Quotation Form*: if both bid prices and number of shares subscribed are identical, ranking on a cumulative basis based on the time of receipt of *Subscription Quotation Form* in the chronological order from the earliest to the latest, with earlier valid subscriptions being prioritized for allocation.

When the total number of shares validly subscribed equals to or first exceeds 4,801,648 shares, the lowest subscription price of valid subscriptions on a cumulative basis shall be the price of the Inquiry-Based Transfer.

2. If the total number of shares validly subscribed by inquiry participants on a cumulative basis is less than 4,801,648 shares, the lowest quotation price of all valid subscriptions shall be determined as the price of the Inquiry-Based Transfer.

**(III) The Securities Company Entrusted to Organize and Implement The Inquiry-Based Transfer Is Guotai Haitong**

Contact Department: Guotai Haitong Capital Markets Department

Project Email: [ibd\\_ecmacmr@ght.com](mailto:ibd_ecmacmr@ght.com)

Contact and Inquiry Phone Number: 021-38032666

**(IV) Eligibility Criteria for Investors Participating in the Transfer**

The transferees of the Inquiry-Based Transfer shall be institutional investors possessing corresponding pricing capabilities and risk tolerance, including:

1. Institutional investors meeting the eligibility criteria for offline investors in initial public offerings as set out in the *Implementation Rules of Shanghai Stock Exchange for the Offering and Underwriting of Securities in Initial Public Offerings (Revised 2025)*, or other institutional investors specified by the Shanghai Stock Exchange (including products under their management), i.e., securities companies, fund management companies, futures companies, trust companies, wealth management companies, insurance companies, finance companies, qualified foreign

institutional investors, private fund managers and other professional institutional investors;

2. Private fund managers, other than the professional institutional investors specified in the preceding paragraph, provided that they have completed registration with the Asset Management Association of China (and the products under their management intended to participate in the Inquiry-Based Transfer have completed filing with the Asset Management Association of China).

### **III. Whether There Exists Any Operational Risks, Change of Control, or Other Material Matters in Respect of ACM Shanghai**

(1) ACM Shanghai has no operational risks that shall be disclosed as set out in Section 2 of Chapter 8 of the *Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange*;

(2) The Inquiry-Based Transfer does not involve any circumstances that may result in a change in control of ACM Shanghai;

(3) There are no other material matters that should be disclosed but have not been disclosed.

### **IV. Relevant Risk Warnings**

(1) The implementation of this Inquiry-Based Transfer plan carries the risk that shares may be judicially frozen or seized due to unforeseen circumstances arising after the disclosure made by the Transferor in the *ACM Research (Shanghai), Inc. Shareholder Inquiry-Based Transfer Plan* and the *Verification Opinion of Guotai Haitong Securities Co., Ltd. on Relevant Qualifications of Shareholders of ACM Research (Shanghai), Inc. for the Inquiry-Based Transfer of Shares to Specific Institutional Investors*, thereby affecting the implementation of the Inquiry-Based Transfer.

(2) The Inquiry-Based Transfer Plan is subject to the risk that it may be suspended due to significant changes in market conditions.

### **V. Attachments**

Please refer to the attached document titled *Verification Opinion of Guotai Haitong Securities Co., Ltd. on Relevant Qualifications of Shareholders of ACM Research (Shanghai), Inc. for the Inquiry-Based Transfer of Shares to Specific Institutional Investors*, which is disclosed concurrently with this Announcement.

This Announcement is hereby issued.

ACM Research (Shanghai), Inc.

Board of Directors

January 31, 2026