

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

FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
Estimated average burden hours per response	1.00
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	

1 (a) NAME OF ISSUER (Please type or print) Aterian, Inc.			(b) IRS IDENT. NO. 83-1739858	(c) S.E.C. FILE NO. 001-38937	WORK LOCATION	
1 (d) ADDRESS OF ISSUER 37 East 18th Street, 7 th Floor			CITY New York	ZIP CODE 10003	STATE NY	(e) TELEPHONE NO.
						AREA CODE 917
						NUMBER 710-3985
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Yaniv Sarig			(b) RELATIONSHIP TO ISSUER Chief Executive Officer	(c) ADDRESS STREET 37 East 18th Street, 7 th Floor	CITY NY	STATE NY
					ZIP CODE 10003	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock	Carta Securities, LLC 333 Bush Street, Floor 23, Ste. 2300, San Francisco, CA 94104		46,000.00	\$133,400.00*	65,362,520 (as of May 9, 2022)	06/13/2022	NASDAQ
Common Stock	Carta Securities, LLC 333 Bush Street, Floor 23, Ste. 2300, San Francisco, CA 94104		8,000	\$23,200.00*	65,362,520 (as of May 9, 2022)	06/13/2022	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are
not
required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	June 30, 2021	Restricted Stock Award Vesting	Issuer (Aterian, Inc.)	83,325		None. All grants were acquired under the Issuer's Equity Incentive Plan.
Common Stock	May 27, 2022	Restricted Stock Award Vesting	Issuer (Aterian, Inc.)	14,000		None. All grants were acquired under the Issuer's Equity Incentive Plan.

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Yaniv Sarig, 37 East 18th Street, 7 th Floor NY, NY 10003	Common Stock	3/23/2022	166,127	\$445,735.35

REMARKS:

*Based on closing market price of \$2.90 on June 9, 2022.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

6/10/2022

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

IF RELYING ON RULE 10B5-1

Yaniv Sarig

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

06/10/2022

Aterian, Inc.
37 E 18th Street, New York, New York, 10003

Ladies and Gentlemen:

In connection with the undersigned's proposed sale (the "Order") of 54,000 shares (the "Shares") of Common Stock (the "Common Stock") of Aterian, Inc. (the "Company") under Rule 144 ("Rule 144") promulgated under the Securities Act of 1933 (the "Securities Act"), the undersigned hereby confirms to you that:

1. The undersigned has not made and will not make any payment to any persons other than Carta Securities LLC ("Broker") in connection with the execution of the Order.

2. The undersigned has not solicited or arranged for solicitation of orders to buy the Shares in anticipation of or in connection with the Order.

3. The undersigned has not sold any shares of Common Stock within the preceding three months, has no sale orders open with any other broker and will not place any such orders pending execution or cancellation of the Order.

4. To the undersigned's best knowledge, no family members living with the undersigned or others with whom the undersigned is acting or affiliated (including any organization, business entity or trust of which the undersigned owns at least 10% of the beneficial interests) have sold any shares of Common Stock within the preceding three months.

5. The undersigned has met the applicable holding period requirements of paragraph (d) of Rule 144.¹

6. The undersigned has completed the enclosed Form 144 in full with respect to the sale of the Shares. To the undersigned's best knowledge, information and belief, all of the statements made in such Form 144 are true and correct, and the Form 144 does not reflect any material omissions of fact.

7. The undersigned understands and acknowledges that it is his/her responsibility to determine whether a Form 144 filing is required relating to the Order. If a Form 144 filing is required, the undersigned is responsible for ensuring that Form 144 is filed pursuant to applicable laws and/or regulations.

¹ If any tacking provisions are used to meet the holding period requirement set forth in paragraph (d) of Rule 144, factual backup should be provided regarding previous conversations, transactions and related information.

8. The undersigned agrees to undertake all necessary steps to effect the transfer into deliverable form by the transfer agent of the certificates representing the Shares which have been delivered to Broker.

9. The undersigned has relied upon the Company's statement that it satisfies the public information requirements set forth in paragraph (c)(1) and paragraph (c)(2) of Rule 144, and the undersigned does not know or has any reason to believe that such statement is in any way inaccurate.

10. Broker is authorized only to sell the Shares in "brokers' transactions" within the meaning of Section 4(4) of the Act and paragraph (g) of Rule 144.

11. The undersigned has a bona fide intention to sell the Shares within a reasonable time after delivery of the Order.

12. The undersigned agrees and understands that Broker has the right to refuse to enter the Order if the Order exceeds the trading volume restrictions as outlined in paragraph (e) of Rule 144.

13. Neither the undersigned nor, to the best of its knowledge, any other person whose sale of Common Stock are required to be aggregated with sales by the undersigned pursuant to Rule 144 has outstanding orders to buy or sell any Common Stock, and the undersigned will not place, cause to be placed, or file a Form 144 with respect to any such order in connection with a sale of more than 54,000 shares of Common Stock before the sale of the Shares has been completed or the Order has been rescinded. Furthermore, the undersigned has no intention to sell any Common Stock other than the Shares during the next three months.

14. The undersigned is not aware of any material adverse information with regard to the Company which has not been made public and will notify the Company immediately of any development or occurrence which, to the knowledge of the undersigned, would render any of the foregoing inaccurate.

The undersigned acknowledges that Broker will rely on the representations made in this letter and the attached Form 144 in determining whether the Order will be accepted. Further, the undersigned understands that this letter may be transmitted by Broker to the Company, its counsel or its transfer agent. In such event, the Company, its counsel or transfer agent may rely upon the representations made in this letter and the enclosed Form 144 as if the letter had been addressed to such person.

Very truly yours,

A handwritten signature in black ink, appearing to read "Yaniv Sarig". The script is cursive and fluid.

Yaniv Sarig

Enclosure