



20321 Valencia Circle
Lake Forest, California 92630

**NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 10, 2021**

April 30, 2021

To the Stockholders of Liquidmetal Technologies, Inc.:

You are cordially invited to attend the annual meeting of stockholders of Liquidmetal Technologies, Inc. (the "Company"), which will be held via a live webcast at www.virtualshareholdermeeting.com/LQMT2021, on June 10, 2021 at 9:00 A.M. local time, for the following purposes:

1. To elect as directors the five nominees named in the accompanying proxy statement to serve until the 2022 annual meeting of stockholders and until their successors are duly elected and qualified;
2. To hold an advisory vote on the compensation of our named executive officers as disclosed in the accompanying proxy statement;
3. To hold an advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers;
4. To ratify the appointment of SingerLewak LLP as our independent registered public accountants for the year ending December 31, 2021; and
5. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only stockholders of record at the close of business on April 16, 2021 will be entitled to vote at the annual meeting. Information relating to the matters to be considered and voted on at the annual meeting is set forth in the accompanying proxy statement.

YOUR VOTE IS VERY IMPORTANT. Please read the proxy statement and vote your shares as soon as possible. Our board of directors unanimously recommends a vote "FOR" the election of each of the five nominees for director named in the accompanying proxy statement, "FOR" approval, on an advisory basis, of the compensation of our named executive officers, for every "THREE YEARS," on an advisory basis, with respect to the frequency of holding future advisory votes on the compensation of our named executive officers, and "FOR" the ratification of the appointment of SingerLewak LLP as our independent registered public accountants for the year ending December 31, 2021.

If you are viewing the proxy statement on the Internet, you may grant your proxy electronically via the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials previously mailed to you and the instructions listed on the Internet website. If you are receiving a paper copy of the proxy statement, you may vote by completing and mailing the proxy card enclosed with the proxy statement, or you may grant your proxy electronically via the Internet or by telephone by following the instructions on the proxy card. If your shares are held in "street name," which means your shares are held of record by a broker, bank or other nominee, you should review the Notice of Internet Availability of Proxy Materials used by that firm to determine whether and how you will be able to submit your proxy by telephone or over the Internet.

By Order of the Board of Directors,
/s/ Lugee Li
Chairman, President and Chief Executive Officer
April 30, 2021



20321 Valencia Circle
Lake Forest, California 92630

**PROXY STATEMENT FOR
2021 ANNUAL MEETING OF STOCKHOLDERS**

April 30, 2021

This proxy statement is furnished in connection with the solicitation of proxies on behalf of the board of directors of Liquidmetal Technologies, Inc. (“Liquidmetal,” the “Company,” “we,” “us” or “our”) for use at the annual meeting of the Company’s stockholders (the “Annual Meeting”) to be held via a live webcast at www.virtualshareholdermeeting.com/LQMT2021, on June 10, 2021 at 9:00 A.M. local time, and any adjournments or postponements of the Annual Meeting. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the “2020 Annual Report”) is enclosed with this proxy statement.

We have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record, while brokers, banks and other nominees who hold shares on behalf of beneficial owners will be sending their own similar notice. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to request a printed copy by mail or electronically may be found on the Notice and on the website referred to in the Notice, including an option to request paper copies on an ongoing basis. On April 30, 2021, we intend to make this proxy statement available on the Internet and to mail the Notice to all stockholders entitled to vote at the Annual Meeting. We intend to mail this proxy statement, together with a proxy card, to those stockholders entitled to vote at the Annual Meeting who properly request paper copies of such materials, within three business days of such request.

Important Notice Regarding the Availability of Proxy Materials for the 2021 Annual Meeting of Stockholders to be Held on June 10, 2021:

This proxy statement and our 2020 Annual Report are available for viewing, printing and downloading at www.proxyvote.com.

You can also find this proxy statement and our 2020 Annual Report on the Internet through the Securities and Exchange Commission’s electronic data system, called EDGAR, at www.sec.gov. You may also obtain a copy of our 2020 Annual Report, as filed with the Securities and Exchange Commission (which we sometimes refer to herein as the “Commission” or the “SEC”) without charge as provided in the Notice or upon written request to Liquidmetal Technologies, Inc., Attention: Investor Relations at 20321 Valencia Circle, Lake Forest, California 92630. We will provide the 2020 Annual Report without exhibits unless you specify in writing that you are requesting copies of the exhibits.

Certain documents referenced in this proxy statement are available on our website at www.liquidmetal.com. We are not including the information contained on our website, or any information that may be accessed by links on our website, as part of, or incorporating it by reference into, this proxy statement.

VOTING RIGHTS AND SOLICITATION

Voting Your Shares and Revocation of Proxies

You may vote by attending the Annual Meeting and voting in person or you may vote by submitting a proxy.

The method of voting by proxy differs (1) depending on whether you are viewing this proxy statement on the Internet or receiving a paper copy, and (2) for shares held as a record holder and shares held in "street name." If you hold your shares of stock as a record holder and you are viewing this proxy statement on the Internet, you may vote by submitting a proxy over the Internet or by telephone by following the instructions on the website referred to in the Notice previously mailed to you. If you hold your shares of stock as a record holder and you are reviewing a paper copy of this proxy statement, you may vote your shares by completing, dating and signing the proxy card that was included with the proxy statement and promptly returning it in the preaddressed, postage paid envelope provided to you, or by submitting a proxy over the Internet or by telephone by following the instructions on the proxy card. If you hold your shares of stock in "street name," which means your shares are held of record by a broker, bank or nominee, you will receive a notice from your broker, bank or other nominee that includes instructions on how to vote your shares. Your broker, bank or nominee will allow you to deliver your voting instructions over the Internet and may also permit you to vote by telephone. In addition, you may request paper copies of the proxy statement and proxy card from your broker by following the instructions on the notice provided by your broker.

The Internet and telephone voting facilities will close at 11:59 p.m. eastern time on June 9, 2021. If you vote through the Internet, you should be aware that you may incur costs to access the Internet, such as usage charges from telephone companies or Internet service providers and that these costs must be borne by you. If you vote by Internet or telephone, then you need not return a written proxy card by mail.

Your vote is very important. You should submit your proxy even if you plan to attend the Annual Meeting.

All shares held by stockholders who are entitled to vote and who are represented at the Annual Meeting by properly submitted proxies received before the polls are closed at the Annual Meeting will be voted in accordance with the instructions indicated on the proxy card, unless such proxy is properly revoked prior to the vote being taken on the matter submitted to the stockholders at the Annual Meeting.

A proxy may be revoked and your vote changed in advance of the Annual Meeting. If you are a stockholder of record, you can change your vote and revoke your proxy at any time before the vote is taken at the Annual Meeting by doing any one of the following:

- filing with our Corporate Secretary, at or before the taking of the vote, a written notice of revocation bearing a later date than the proxy;
- duly executing a later dated proxy relating to the same shares and delivering it to our Corporate Secretary before the taking of the vote;
- accessing the Internet and following the instructions for voting by Internet that appear on the enclosed proxy card;
- following the instructions that appear on the enclosed proxy card for voting by telephone; or
- attending the Annual Meeting and voting in person. Attendance at the Annual Meeting, if a stockholder does not vote, will not be sufficient to revoke a proxy.

Any written notice of revocation or subsequent proxy should be sent to us at the following address: Liquidmetal Technologies, Inc., Attention: Corporate Secretary, 20321 Valencia Circle, Lake Forest, California 92630. If your shares are held in "street name," which means your shares are held of record by a broker, bank or nominee, you must follow the instructions of your broker, bank or other nominee to revoke a previously given proxy.

If a proxy card does not specify how the proxy is to be voted, the shares represented by the proxy will be voted "FOR" the election of each of the five nominees for director named in the accompanying proxy statement, "FOR" approval, on an advisory basis, of the compensation of our named executive officers, for every "THREE YEARS," on an advisory basis, with respect to the frequency of holding future advisory votes on the compensation of our named executive officers, and "FOR" the ratification of the appointment of SingerLewak LLP as our independent registered public accountants for the year ending December 31, 2021.

The form of proxy included in the Notice confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying notice of Annual Meeting and with respect to any other matters which may properly come before the Annual Meeting. Our board of directors does not know of any other matters that may come before the Annual Meeting. If any other matter properly comes before the Annual Meeting, including consideration of a motion to adjourn the Annual Meeting to another time or place (including for the purpose of soliciting additional proxies), the persons named in the proxy card included in the Notice will exercise their judgment in deciding how to vote, or otherwise act, at the Annual Meeting with respect to that matter or proposal.

If you receive more than one Notice, it means you hold shares that are registered in more than one account. To ensure that all of your shares are voted, submit one proxy for each Notice you receive.

Attendance at the Annual Meeting

Only our stockholders as of the record date for the Annual Meeting, their proxy holders, and guests we may invite may online attend the Annual Meeting. If you wish to online attend the Annual Meeting but you hold your shares through someone else, such as a broker, bank or other nominee, you must contact your broker, bank or other nominee and follow their instructions in order to vote your shares at the Annual Meeting. You may not vote your shares at the Annual Meeting unless you have first followed the procedures outlined by your broker, bank or other nominee.

Stockholders Entitled to Vote and Number of Votes

The record date for the Annual Meeting is April 16, 2021. Only stockholders of record as of the close of business on the record date are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting. As of the record date, there were 914,449,957 shares of our common stock outstanding and entitled to vote at the Annual Meeting. A list of stockholders eligible to vote at the Annual Meeting will be available for inspection at the Annual Meeting, and at our executive offices during regular business hours for a period of no less than ten days prior to the Annual Meeting.

Each share of common stock is entitled to one vote on all proposals at the Annual Meeting.

Quorum and Votes Required

Votes cast by proxy or in person at the Annual Meeting will be tabulated by the inspector of elections appointed for the Annual Meeting, who will also determine whether a quorum is present for the transaction of business. Our bylaws provide that the holders of a majority of the outstanding shares of each class of stock entitled to vote at the Annual Meeting must be present or represented by proxy in order to constitute a quorum for the transaction of any business. Abstentions will be counted as shares that are present and entitled to vote for purposes of determining whether a quorum is present. If a broker indicates on its proxy that it does not have discretionary voting authority to vote shares for which it is the holder of record at the Annual Meeting, such shares cannot be voted by the broker (a “broker non-vote”), although they will be counted in determining whether a quorum is present. Brokers or other nominees who hold shares in “street name” for the beneficial owner of those shares typically have the authority to vote in their discretion on “routine” proposals when they have not received instructions from the beneficial owner. However, brokers are not allowed to exercise their voting discretion with respect to the election of directors or other “non-routine” proposals without specific instructions from the beneficial owner. Only Proposal 4 is considered to be a “routine” proposal for the purposes of brokers exercising their voting discretion.

Proposal 1 – Election of Directors. Pursuant to our bylaws and Delaware law, if a quorum exists, directors are elected by a plurality of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote in the election. Neither broker non-votes nor abstentions will be included in the tabulation of the voting results for this proposal.

Proposal 2 – Advisory Vote on Compensation of Named Executive Officers. Approval (on a non-binding, advisory basis) of the compensation of our named executive officers requires the affirmative vote of a majority of the shares of our common stock present or represented by proxy at the Annual Meeting and entitled to vote on this matter. Abstentions will have the same effect as votes against this proposal, but broker non-votes will have no effect on the voting results for this proposal.

Because this vote is advisory, the results of the vote are not binding on our board of directors or our Compensation Committee. However, if there is a significant vote against the compensation of our named executive officers, our board of directors and our Compensation Committee will carefully evaluate whether any actions are necessary to address those concerns.

Proposal 3 – Advisory Vote on the Frequency of Future Advisory Votes on Compensation of Named Executive Officers. With respect to the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, the frequency option (one year, two years or three years), if any, that receives the affirmative vote of a majority of the shares of our common stock present or represented by proxy at the Annual Meeting and entitled to vote on this matter will be considered the frequency option preferred by our stockholders, although such vote will not be binding on us. Our board of directors recommends that you vote in favor of holding an advisory vote every three years. Abstentions will have the same effect as votes against this proposal, but broker non-votes will have no effect on the voting results for this proposal.

Proposal 4 - Ratification of Accountants. Ratification of SingerLewak LLP as our independent registered public accountants for the year ending December 31, 2021 will require the affirmative vote of a majority of the shares of our common stock present or represented by proxy at the Annual Meeting and entitled to vote on this matter. Abstentions will have the same effect as votes against this proposal. The ratification of accountants is a routine proposal on which a broker or other nominee is generally empowered to vote in the absence of voting instructions from the beneficial owner, so broker non-votes are unlikely to result from this proposal.

Other Matters. In order to be approved, any other matter to properly come before the Annual Meeting will require the affirmative vote of a majority of the shares of our common stock present or represented by proxy at the Annual Meeting and entitled to vote on the matter.

Solicitation of Proxies

Proxies solicited by this proxy statement may be exercised only at the Annual Meeting and any adjournment of the Annual Meeting and will not be used for any other meeting. Proxies solicited by this proxy statement will be returned to our Secretary and will be tabulated by an inspector of elections designated by our board of directors who will not be employed by us.

We will bear the entire cost of solicitation of proxies by mail on behalf of the board of directors. Proxies also may be solicited by personal interview or by telephone by our directors, officers, and other employees without additional compensation. We also have made arrangements with brokerage firms, banks, nominees, and other fiduciaries to forward proxy solicitation materials for shares held of record to the beneficial owners of such shares. We will reimburse such record holders for their reasonable out-of-pocket expenses.

PROPOSAL 1—ELECTION OF DIRECTORS

At the Annual Meeting, five directors are to be elected, each to serve a one-year term expiring at the 2022 annual meeting of stockholders and until his successor is elected and qualified.

Our board of directors has nominated for election Professor Lugee Li (“Professor Li”), Abdi Mahamedi, Vincent Carrubba, Tony Chung and Isaac Bresnick. Each person nominated for election has agreed to serve if elected, and our board of directors has no reason to believe that any nominee will be unavailable or will decline to serve. In the event, however, that any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the persons designated as proxies will vote for any nominee who is designated by our current board of directors to fill the vacancy.

For each person nominated to become a director there follows information given by each concerning his principal occupation and business experience for at least the past five years, the names of other public reporting companies for which he serves, or has during the past five years served, as a director, and his age and length of service as one of our directors. In addition, for each person nominated to become a director, there follows information regarding the specific experience, qualifications, attributes or skills that led to the conclusion (by our board of directors) that the person should serve as a director. There are no family relationships among any of our directors and executive officers. No director or executive officer is related by blood, marriage or adoption to any other director or executive officer. No arrangements or understandings exist between any director or person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director except with respect to Professor Li as noted below.

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Other Information</u>
Lugee Li	60	Professor Li was elected by our board of directors to serve as our Chief Executive Officer in December 2016. Pursuant to the terms of the Securities Purchase Agreement (the "2016 Purchase Agreement") dated March 10, 2016 with Liquidmetal Technology Limited, a Hong Kong company ("Liquidmetal Technology Limited"), Professor Li was appointed as a member of our board of directors in March 2016 and became Chairman of our board of directors in October 2016. Professor Li is the founder, Chairman, and majority shareholder of DongGuan Eontec Co. Ltd. (referred to above as "Eontec"), a Hong Kong company listed on the Shenzhen Stock Exchange engaged in the production of precision die-cast products and the research and development of new materials. Professor Li founded Eontec in 1993 and has served as its Chairman since that date. At Eontec, Professor Li is responsible for strategic development and research and development. Professor Li is also the founder and sole shareholder of Leader Biomedical Limited, a Hong Kong company engaged in the supply of biomaterials and surgical implants. Professor Li serves as an analyst for the Institute of Metal Research at the Chinese Academy of Sciences and serves part-time as a professor at several universities in China. Professor Li owns Liquidmetal Technology Limited, and the investor in our 2016 Purchase Agreement. Our board of directors believes that Professor Li's experience and knowledge in the areas of metal die casting and bulk metallic glasses makes him a valuable resource for our Company.
Abdi Mahamedi	57	Abdi Mahamedi has served as a director since May 2009 and served as Chairman of the board of directors from March 2010 through October 2016. Since 1987, Mr. Mahamedi has served as the President and Chief Executive Officer of Carlyle Development Group of Companies ("CDG"), which develops and manages residential and commercial properties in the United States on behalf of investors worldwide. In his role as President and Chief Executive Officer, Mr. Mahamedi evaluates and supervises all of the investment activities and management personnel of CDG. Prior to joining CDG, Mr. Mahamedi founded Emanuel Land Company, a subsidiary of Emanuel & Company, a Wall Street investment banking firm, and served as a managing director for Emanuel Land Company from 1986 to 1987. In 1983, Mr. Mahamedi received his B.S.E. degree in Civil and Structural Engineering from the University of Pennsylvania, and in 1984 he received his M.S.E. degree in Civil and Structural Engineering from the University of Pennsylvania. Our board of directors believes that Mr. Mahamedi's experience and background make him a qualified and valuable member of our board of directors. In particular, his experience working with global investment companies and leading acquisition activities make him a valuable resource for our Company.
Vincent Carrubba	60	Vincent Carrubba began serving on our board of directors in October 2016. From September 2014 through the present, Mr. Carrubba has served as the CEO of Admiral Composite Technologies Inc. ("Admiral"). During his time at Admiral, Mr. Carrubba has helped to develop new technologies for environmentally responsible and innovative building materials which represent Admiral's product lines. Mr. Carrubba has also served as Admiral's Chairman since its inception in 2009. From September 2014 through the present, Mr. Carrubba has served as the CEO of Asia Sourcing & Communications USA Inc. and he has served as its Chairman since its inception in 2013. From 2002 through August 2014, Mr. Carrubba served as the Director of research and development for Interdynamics Inc. and IDQ Holdings, where he was responsible for all research and development and quality control matters, including the management of engineering, legal, patenting, regulatory, insurance and consumer relations matters. From 1989 through 1992, Mr. Carrubba designed and installed the New York Stock Exchange telecommunications and information technology systems. Mr. Carrubba has held engineering and executive positions with Xerox, General Electric, Bristol-Meyers Squibb and AT&T and he is the inventor of several patents related to telecommunications, professional tools and consumer products. Mr. Carrubba received a Bachelor of Arts degree in Engineering Science and a Bachelor of Science Degree in Mechanical Engineering from Columbia University's School of Engineering and Applied Science (SEAS) in 1982. Our board of directors believes that Mr. Carrubba's experience and background make him a qualified and valuable member of our board of directors.

Tony Chung	51	Tony Chung was appointed to our board of directors in August 2017. Mr. Chung had previously served as the Company's Chief Financial Officer from December 2008 to August 2017. Prior to joining the Company, he was the Chief Financial Officer of Solarcity, currently a division of Tesla Inc., that provides advanced solar technology solutions. Mr. Chung currently serves as the Managing Director of Baypoint Ventures, a technology investment fund. Mr. Chung is an Attorney at Law and received a B.S. degree in business from UC Berkeley and a J.D. Degree from PCU Law School. Our board of directors believes that Mr. Chung's experience and background make him a qualified and valuable member of our board of directors.
Isaac Bresnick	37	Isaac Bresnick began serving on our board of directors in October 2016 and was appointed to the role of Executive Administrator within the Company in November 2016. From October 2014 to November 2016, Mr. Bresnick served as Legal and Regulatory Affairs Director for the Leader Biomedical Group, a private company based in Hong Kong and operating from Amsterdam, the Netherlands. At Leader Biomedical, Mr. Bresnick was responsible for the direction and management of legal affairs, regulatory affairs, quality control and quality assurance, as well as for advising executive management of affiliated companies. From July 2013 to October 2017, Mr. Bresnick served as Director of aap Joints GmbH, a private company in Berlin, Germany. From January 2013 through June 2013, Mr. Bresnick provided full-time consulting services to AAP Orthopedics Ltd., a BVI company. Mr. Bresnick received his J.D. from the University of Connecticut School of Law in 2013, and his B.S. in Industrial Design from the University of Bridgeport in 2008. After completion of his undergraduate studies and continuing through his enrollment at the University of Connecticut, Mr. Bresnick worked as Senior Arrangements Designer for Electric Boat Corporation, a subsidiary of General Dynamics, from June 2008 to December 2012. Our board of directors believes that Mr. Bresnick's experience and background make him a qualified and valuable member of our board of directors.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THE NOMINEES FOR ELECTION AS DIRECTORS AND URGES EACH STOCKHOLDER TO VOTE "FOR" THE NOMINEES.

BOARD OF DIRECTORS

Board Meetings and Director Independence

During 2020, our board of directors held 3 meetings. All directors attended at least 75% of the meetings of the board of directors and the committees on which they served during 2020. In addition, the independent directors met in executive session periodically in 2020.

We have not established a policy with regard to the attendance of board members at annual stockholder meetings.

Our board of directors presently has five members, and biographical information regarding these directors (all of whom are director nominees) is set forth above under the caption "PROPOSAL 1—ELECTION OF DIRECTORS." Our board of directors has determined that three of its current members, Mr. Carrubba, Mr. Mahamedi and Mr. Chung are "independent directors" as defined in the listing standards of the OTCQB Market. Mr. Mahamedi serves as the Vice-Chairman of our board of directors.

Board Committees

The board of directors has established the following standing committees whose responsibilities are summarized as follows:

Compensation Committee. Mr. Carrubba serves as chairman of the Compensation Committee, and Mr. Mahamedi and Mr. Chung serve as the other members of the Compensation Committee. Our board of directors has determined that each of Mr. Carrubba, Mr. Mahamedi, and Mr. Chung is an "independent director" as defined in the listing standards of the OTCQB Market applicable to members of a compensation committee and is a "non-employee director" as defined in Section 16b-3 of the Exchange Act. The Compensation Committee is responsible for establishing the compensation of our senior management, including salaries, bonuses, termination arrangements and other executive officer benefits. The Compensation Committee also administers our equity incentive plans.

During 2020, the Compensation Committee held 1 meeting. The Compensation Committee is governed by a written charter approved by the board of directors. A copy of the Compensation Committee's charter is posted on the Company's website at www.liquidmetal.com in the "Investors" section of the website.

The Compensation Committee works with the Chairman of the Board and Chief Executive Officer and reviews and approves compensation decisions regarding senior management including compensation levels and equity incentive awards. The Compensation Committee also approves employment and compensation agreements with our key personnel and directors. The Compensation Committee has the power and authority to conduct or authorize studies, retain independent consultants, accountants or others, and obtain unrestricted access to management, our internal auditors, human resources and accounting employees and all information relevant to its responsibilities.

Corporate Governance and Nominating Committee. Mr. Carrubba serves as chairman of the Corporate Governance and Nominating Committee, and Mr. Mahamedi and Mr. Chung serve as the other members of the Corporate Governance and Nominating Committee (the "Governance Committee"). Our board of directors has determined that each of Mr. Carrubba, Mr. Mahamedi, and Mr. Chung is an "independent director" as defined in the listing standards of the OTCQB Market. The Governance Committee is generally responsible for recommending to our full board of directors policies, procedures and practices designed to help ensure that our corporate governance policies, procedures and practices continue to assist the board of directors and our management in effectively and efficiently promoting the best interests of our stockholders. The Governance Committee is also responsible for selecting and recommending for approval by our board of directors and our stockholders a slate of director nominees for election at each of our annual meetings of stockholders, and otherwise for determining the board committee members and chairmen, subject to board of directors ratification, as well as recommending to the board director nominees to fill vacancies or new positions on the board of directors or its committees that may occur or be created from time to time, all in accordance with our bylaws and applicable law.

The Governance Committee's principal functions include:

- developing and maintaining our corporate governance policy guidelines;
 - developing and maintaining our codes of conduct and ethics;
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- overseeing the interpretation and enforcement of our Code of Conduct and our Code of Ethics for Chief Executive Officer and Senior Financial and Accounting Officers;
- evaluating the performance of our board of directors, its committees and committee chairmen and our directors; and
- selecting and recommending a slate of director nominees for election at each of our annual meetings of the stockholders and recommending to the board director nominees to fill vacancies or new positions on the board of directors or its committees that may occur from time to time.

During 2020, the Governance Committee held 1 meeting. The Governance Committee is governed by a written charter approved by our board of directors. A copy of the Governance Committee's charter is posted on the Company's website at www.liquidmetal.com in the "Investors" section of the website.

In identifying potential independent board of directors candidates with significant senior-level professional experience, the Governance Committee solicits candidates from the board of directors, senior management and others and may engage a search firm in the process. The Governance Committee reviews and narrows the list of candidates and interviews potential nominees. The final candidate is also introduced and interviewed by the board of directors and the lead director if one has been appointed.

In general, in considering whether to recommend any particular candidate for inclusion in our board of directors' slate of recommended director nominees, the Governance Committee will apply the criteria set forth in our corporate governance guidelines. These criteria include the candidate's integrity, business acumen, commitment to understanding our business and industry, experience, conflicts of interest and the ability to act in the interests of our stockholders. Further, specific consideration is given to, among other things, diversity of background and experience that a candidate would bring to our board of directors. The Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow our board of directors to fulfill its responsibilities.

Stockholders may recommend individuals to the Governance Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials to our Governance Committee at the following address: Liquidmetal Technologies, Inc., Attention: Investor Relations, 20321 Valencia Circle, Lake Forest, California 92630. Assuming that appropriate biographical and background material has been provided on a timely basis, the Governance Committee will evaluate stockholder recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

Audit Committee. We have a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Mr. Carrubba serves as the chairman of the Audit Committee, and Mr. Mahamedi and Mr. Chung serve as the other members of, the Audit Committee. Our board of directors has determined that Mr. Carrubba, Mr. Mahamedi and Mr. Chung are all "independent directors" as defined in the listing standards of the OTCQB Market applicable to members of an audit committee and Rule 10A-3(b)(i) under the Exchange Act. Our board of directors has deemed Mr. Chung to be qualified as an "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K and also demonstrates "financial sophistication" as defined by the rules of The NASDAQ Stock Market Inc. The Audit Committee is appointed by our board of directors to assist our board of directors in monitoring (1) the integrity of our financial statements, (2) our compliance with legal and regulatory requirements and (3) the independence and performance of our internal and external auditors.

The Audit Committee's principal functions include:

- reviewing our annual audited financial statements with management and our independent auditors, including major issues regarding accounting and auditing principles and practices and financial reporting that could significantly affect our financial statements;
 - reviewing our quarterly financial statements with management and our independent auditor prior to the filing of our Quarterly Reports on Form 10-Q, including the results of the independent auditors' reviews of the quarterly financial statements;
 - recommending to the board of directors the appointment of, and continued evaluation of the performance of, our independent auditor;
 - approving the fees to be paid to our independent auditor for audit services and approving the retention of our independent auditor for non-audit services and all fees for such services;
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- reviewing periodic reports from our independent auditor regarding our auditor’s independence, including discussion of such reports with the auditor;
- reviewing significant reports to management prepared by our internal auditing department and management’s responses;
- reviewing the adequacy of our overall control environment, including internal financial controls and disclosure controls and procedures; and
- reviewing with our management and legal counsel legal matters that may have a material impact on our financial statements or our compliance policies and any material reports or inquiries received from regulators or governmental agencies.

During 2020, the Audit Committee met 4 times. The Audit Committee is governed by a written charter approved by our board of directors. A copy of the Audit Committee’s charter is posted on the Company’s website at www.liquidmetal.com in the “Investors” section of the website.

Code of Ethics

Our board of directors has adopted a written Code of Ethics for Chief Executive Officer and Senior Financial and Accounting Officers that applies to our Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer or Controller or persons performing similar functions. We have posted a current copy of the code on our website, www.liquidmetal.com, in the “Investors” section of the website. In addition, we intend to post on our website all disclosures that are required by law concerning any amendments to, or waivers from, any provision of the Code of Ethics for Chief Executive Officer and Senior Financial and Accounting Officers.

Leadership and Risk Oversight

Our board of directors as a whole has oversight responsibility for our risk management process. This risk oversight function is carried out both by our full board of directors and by individual committees that are tasked by our board of directors with oversight of specific risks. The Audit Committee oversees risks associated with financial and accounting matters including compliance with legal and regulatory requirements, and our financial reporting and internal control systems. The Compensation Committee evaluates risks associated with our compensation policies and practices so as not to encourage or reward excessive risk-taking by our executives or employees.

On a regular basis our board of directors receives information and reports from committees, senior management and/or outside counsel and consultants and discusses the identification, assessment, management and mitigation of the risks associated with our strategic and business plans and operations. Our board of directors also holds regular sessions with members of management with the specific purpose of identifying, prioritizing and managing those risks that we believe are material to our operations.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the compensation committee of any other company that has an executive officer serving as a member of our board of directors. None of our executive officers serves as a member of the board of directors of any other company that has an executive officer serving as a member of the Compensation Committee.

Communications with Board of Directors

Stockholders may communicate with the full board of directors or individual directors by submitting such communications in writing to Liquidmetal Technologies, Inc., Attention: Board of Directors (or the individual directors), 20321 Valencia Circle, Lake Forest, California 92630. Such communications will be delivered directly to the board of directors (or to the individual directors).

PROPOSAL 2—ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are seeking an advisory vote of our stockholders on the compensation of our named executive officers, as required by Section 14A of the Exchange Act. Our board of directors recommends that you vote in favor of the resolution approving the compensation of our named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion contained in this proxy statement. Since the vote is advisory in nature, the results will not be binding on our board of directors or our Compensation Committee. However, if there is a significant vote against the compensation of our named executive officers, our board of directors and our Compensation Committee will carefully evaluate whether any actions are necessary to address those concerns.

Following our 2018 annual stockholder meeting, we considered the voting results on the non-binding stockholder vote on the frequency of holding advisory votes on the compensation of our named executive officers. Based on all of the factors taken into consideration, we decided to hold an advisory vote on the compensation of our named executive officers on a three-year cycle.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS AND URGES EACH STOCKHOLDER TO VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K.

PROPOSAL 3—ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, we are also seeking a vote, on a non-binding, advisory basis, on a resolution regarding the frequency of future advisory votes the compensation of our named executive officers as disclosed pursuant to the executive compensation disclosure rules of the SEC. Stockholders may vote to approve holding an advisory vote on the compensation of our named executive officers every one, two or three years.

After considering the benefits and consequences of each option for the frequency of submitting the advisory vote on the compensation of our named executive officers to our stockholders, our board of directors recommends submitting the advisory vote on the compensation of our named executive officers to our stockholders every three years.

We believe that holding an advisory vote on the compensation of our named executive officers every three years, with the flexibility to hold such a vote more frequently if appropriate, is the best approach for the Company at this time for the following reason:

- A three year cycle is consistent with the long-term focus of our compensation objectives and programs.
- A longer vote cycle reinforces a longer-term perspective with respect to our executive compensation program, providing our board of directors and our Compensation Committee with time to evaluate the results of the most recent stockholder advisory vote on executive compensation, as well as to develop and implement changes to our compensation policies and practices that may be appropriate, and then providing our board of directors, our Compensation Committee and our stockholders with the opportunity to assess the impact of those changes before the next such stockholder advisory vote.

For the reasons discussed above, our board of directors recommends the stockholders vote in favor of holding an advisory vote on the compensation of our named executive officers every three years. In voting on this advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, stockholders should be aware that they are not voting “for” or “against” the recommendation of our board of directors to vote for a frequency of every three years for holding future advisory votes. Rather, stockholders will be casting votes to recommend an advisory vote on the compensation of our named executive officers which may be every one, two or three years, or they may abstain entirely from voting on the proposal.

The option on the frequency of future advisory votes on the compensation of our named executive officers that receives the affirmative vote of a plurality of the shares of our common stock present or represented by proxy at the Annual Meeting and entitled to vote on this matter will be considered by our board of directors and our Compensation Committee as the stockholders’ recommendation as to the frequency of future advisory votes on the compensation of our named executive officers. However, the outcome of this advisory vote on the frequency of future advisory votes on the compensation our named executive officers is not binding on us, our board of directors or our Compensation Committee. Nevertheless, our board of directors and our Compensation Committee will review and consider the outcome of this vote when making determinations as to when the advisory vote on the compensation of our named executive officers will again be submitted to stockholders for approval at an annual meeting of stockholders within the next three years.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS AND URGES EACH STOCKHOLDER TO VOTE FOR “THREE YEARS” WITH RESPECT TO THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

PROPOSAL 4—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our board of directors, upon recommendation of the Audit Committee, has appointed SingerLewak LLP (“Singer”) as our independent registered public accounting firm, to audit the accounts of our Company and our subsidiaries for the fiscal year ending December 31, 2021. Singer performed the audit of our consolidated financial statements for the year ended December 31, 2020. We have been advised by Singer that no member of that firm, to the best of its knowledge and belief, has any direct or any material indirect financial interest in our Company or our subsidiaries, and that, during the past three fiscal years, no member of the firm has had any connection with our Company or our subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee. Although we do not expect a representative of Singer to attend our Annual Meeting, if a Singer representative does attend, the representative will respond to appropriate questions and will have the opportunity to make a statement if the representative desires to do so.

Although ratification by our stockholders is not a prerequisite to the Audit Committee’s ability to select Singer as our independent registered public accounting firm for the year ending December 31, 2021, the Audit Committee believes such ratification is advisable and in the best interests of our stockholders. Accordingly, stockholders are being requested to ratify, confirm and approve the selection of Singer as our independent registered public accounting firm for the year ending December 31, 2021. Notwithstanding ratification of the appointment of Singer as our independent registered public accounting firm for the year ending December 31, 2021, the Audit Committee may select another independent registered public accounting firm for such year without any vote of the stockholders. If the stockholders do not ratify the appointment, the matter of the appointment of the independent registered public accounting firm will be considered by our board of directors and the Audit Committee, but our board of directors and the Audit Committee may choose to retain Singer regardless of the vote.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS AND URGES EACH STOCKHOLDER TO VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF SINGERLEWAK LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Audit Fees for 2020 and 2019:

The following table summarizes the aggregate fees billed to us by Singer for professional services during the years ended December 31, 2020 and December 31, 2019:

Fees	2020	2019
Audit Fees (1)	\$ 142,409	\$ 194,039
All Other Fees	-	-
Total Fees	\$ 142,409	\$ 194,039

(1) *Audit Fees.*

Fees for audit services billed in 2020 consisted of:

- Progress billings for the audits of the Company’s financial statements for 2019 and 2020; and
- Review of the Company’s quarterly financial statements for 2020.

Fees for audit services billed in 2019 consisted of:

- Progress billings for the audits of the Company’s financial statements for 2018 and 2019; and
 - Review of the Company’s quarterly financial statements for 2019.
-

Audit Committee Pre-Approval Policies

Our Audit Committee pre-approves all audit and permissible non-audit services provided by our independent public accountants on a case-by-case basis. Our Audit Committee approved 100% of the services performed by Singer in 2020 and 2019.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has:

- reviewed and discussed the Company's audited financial statements with management;
- discussed with the independent auditors the matters required to be discussed by the statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board; and
- received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

Based on the review and discussions described above, the Audit Committee recommended to our board of directors in March 2021 that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2020 for filing with the Securities and Exchange Commission.

Vincent Carrubba, Chairman of Audit Committee
Abdi Mahamedi
Tony Chung

SECURITY OWNERSHIP OF MANAGEMENT AND PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of April 16, 2021, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding common stock;
 - each of our directors and director nominees;
 - each of our named executive officers; and
 - all directors and executive officers as a group.
-

The number and percentage of shares beneficially owned is determined under the rules of the SEC and is not necessarily indicative of beneficial ownership for any other purpose. The number of shares shown as beneficially owned in the table below are calculated pursuant to Rule 13d-3(d)(1) of the Exchange Act. Under Rule 13d-3(d)(1), shares not outstanding that are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but are not deemed outstanding for the purpose of calculating the percentage owned by each other person listed. Unless otherwise indicated in the footnotes, each person has sole voting and investment power with respect to the shares shown as beneficially owned. A total of 914,449,957 shares of our common stock were issued and outstanding as of April 16, 2021. Unless otherwise indicated, the address of all directors and named executive officers is 20321 Valencia Circle, Lake Forest, California 92630.

Name of Beneficial Owner	Common Stock	
	Number of Shares(1)	Percent of Class(1)
Directors and Named Executive Officers		
Lugee Li	417,126,959 (2)	45.1%
Abdi Mahamedi	16,255,003 (3)	1.8%
Vincent Carrubba	1,103,334 (4)	*
Tony Chung	366,917 (5)	*
Bruce Bromage	7,913,722 (6)	*
Bryce Van	2,046,500 (7)	*
Isaac Bresnick	870,000 (8)	*
All directors and executive officers as a group (7 persons)	445,682,435	47.5%
5% Shareholders		
Liquidmetal Technology Limited Room 906, Tai Tung Building, 8 Fleming Rd Wanchai, Hong Kong	415,066,809 (9)	44.9%

Less than one percent

- (1) Shares of common stock beneficially owned and the respective percentages of beneficial ownership of common stock assumes the exercise or conversion of all options, warrants and other securities convertible into common stock, beneficially owned by such person or entity currently exercisable or exercisable within 60 days of April 16, 2021. Shares issuable pursuant to the exercise of stock options and warrants exercisable within 60 days of April 16, 2021, or securities convertible into common stock within 60 days of April 16, 2021, are deemed outstanding and held by the holder of such shares of common stock, options, warrants, or other convertible securities, for purposes of computing the percentage of outstanding common stock beneficially owned by such person, but are not deemed outstanding for computing the percentage of outstanding common stock beneficially owned by any other person. The percentage of common stock beneficially owned is based on 914,449,957 shares of common stock outstanding as of April 16, 2021.
- (2) Consists of:
- (a) 405,000,000 shares of common stock held of record by Liquidmetal Technology Limited. Professor Li is the majority owner, officer and director of Liquidmetal Technology Limited and has sole power to direct the voting and disposition of such shares;
 - (b) 10,066,809 shares issuable pursuant to a Warrant held by Liquidmetal Technology Limited which is exercisable currently or within 60 days of April 16, 2021. Professor Li is the majority owner, officer and director of Liquidmetal Technology Limited and has sole power to direct the voting and disposition of such shares;
 - (c) 1,360,150 shares of common stock held of record by Professor Li; and
 - (d) 700,000 shares issuable pursuant to outstanding stock options which are exercisable currently or within 60 days of April 16, 2021.
- (3) Consists of:
- (a) 13,858,908 shares of common stock held of record by Carlyle Holdings, LLC. Mr. Mahamedi has the power to direct the voting and disposition of such shares as the president and sole shareholder of Carlyle Development Group, Inc., which is a managing member of Carlyle Holdings, LLC;
 - (b) 759,428 shares of common stock held of record by Mr. Mahamedi; and

- (c) 1,636,667 shares issuable pursuant to outstanding stock options which are exercisable currently or within 60 days of April 16, 2021. Does not include 33,333 shares that are issuable pursuant to outstanding stock options that are not exercisable currently or within 60 days of April 16, 2021.
- (4) Consists of 1,103,334 shares issuable pursuant to outstanding stock options, held of record by Mr. Carrubba, which are exercisable currently or within 60 days of April 16, 2021. Does not include 103,333 shares that are issuable pursuant to outstanding stock options that are not exercisable currently or within 60 days of April 16, 2021.
- (5) Consists of:
 - (a) 85,250 shares of common stock held of record by Mr. Chung; and
 - (b) 281,667 shares issuable pursuant to outstanding stock options which are exercisable currently or within 60 days of April 16, 2021. Does not include 33,333 shares that are issuable pursuant to outstanding stock options that are not exercisable currently or within 60 days of April 16, 2021.
- (6) Consists of:
 - (a) 14,030 shares of common stock held of record by Mr. Bromage; and
 - (b) 7,899,692 shares issuable pursuant to outstanding stock options which are exercisable currently or within 60 days of April 16, 2021. Does not include 2,430,000 shares that are issuable pursuant to outstanding stock options that are not exercisable currently or within 60 days of April 16, 2021.
- (7) Consists of 2,046,500 shares issuable pursuant to outstanding stock options, held of record by Mr. Van, which are exercisable currently or within 60 days of April 16, 2021.
- (8) Consists of 870,000 shares issuable pursuant to outstanding stock options, held of record by Mr. Bresnick, which are exercisable currently or within 60 days of April 16, 2021. Does not include 70,000 shares that are issuable pursuant to outstanding stock options that are not exercisable currently or within 60 days of April 16, 2021.
- (9) Consists of:
 - (a) 405,000,000 shares of common stock held of record by Liquidmetal Technology Limited; and
 - (b) 10,066,809 shares issuable pursuant to a Warrant held by Liquidmetal Technology Limited which is exercisable currently or within 60 days of April 16, 2021.

DELINQUENT SECTION 16(a) REPORTS

During the fiscal year ended December 31, 2020, our officers, directors and greater than 10% stockholders filed with the SEC, on a timely basis, all reports required to be filed by Section 16(a) of the Exchange Act. We have relied solely upon the written representations of our officers, directors and greater than 10% stockholders and copies of the reports they have filed with the SEC in providing this information.

EXECUTIVE OFFICERS

Set forth below is a table identifying our executive officers who are not identified under “PROPOSAL 1—ELECTION OF DIRECTORS.”

<u>Name</u>	<u>Age</u>	<u>Position</u>
Bruce Bromage	67	Chief Operating Officer
Bryce Van	38	Vice President- Finance

Bruce Bromage was elected by our board of directors to serve as Chief Operating Officer in October 2017 after serving as Executive Vice President of Business Development and Operations with our Company since November 2012. From April 2002 to August 2010, Dr. Bromage served as Executive Vice President and General Manager of Symmetricom, a publicly traded provider of products for communications infrastructure and systems and was an officer of the company. Responsibilities during his eight years with Symmetricom included Corporate Strategy, M&A Integration, Information Technology, and General Management of the Timing, Test and Measurement Division and the Technology Realization Center. Prior to Symmetricom, Dr. Bromage held senior executive positions with two high-technology startups and managed Strategic Business Development with Hewlett Packard. Dr. Bromage received his Ph.D. in Cognitive Psychology from the University of California, Santa Barbara in 1981 and has completed executive programs with the Stanford Graduate School of Business.

Bryce Van was appointed by our board of directors to serve as our Vice President of Finance and Principal Financial and Accounting Officer in August 2017. Previously, Mr. Van served as our Corporate Controller since joining the Company in August 2013. Mr. Van is a Certified Public Accountant and served seven years at PwC as an Audit Manager for a mix of large and small-cap SEC registrants. He received his B.A. degree in Business Economics from University of California Santa Barbara in 2006.

Executive Compensation

Executive Benefits and Perquisites

Set forth below is information regarding compensation earned by or paid or awarded to the following executive officers of the Company during the year ended December 31, 2020: (i) Professor Li, our Chairman, President and Chief Executive Officer; (ii) Bruce Bromage, our Chief Operating Officer; (iii) Bryce Van, our Vice President-Finance, and (iv) Isaac Bresnick, our Executive Administrator. These persons are hereafter referred to as our “named executive officers.” The identification of such named executive officers is determined based on the individual’s total compensation for the year ended December 31, 2020, as reported below in the Summary Compensation Table.

Summary Compensation Table

The following table sets forth for each of the named executive officers: (i) the dollar value of base salary and bonus earned during the years ended December 31, 2020 and 2019; (ii) the aggregate grant date fair value of stock and option awards granted during 2020 and 2019, computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718 (R); (iii) the dollar value of earnings for services pursuant to awards granted during 2020 and 2019 under non-equity incentive plans; (iv) non-qualified deferred compensation earnings during 2020 and 2019; (v) all other compensation for 2020 and 2019; and, finally, (vi) the dollar value of total compensation for 2020 and 2019.

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Total
Lugee Li, <i>Chairman, President and Chief Executive Officer</i>	2020	\$ -	\$ -	\$ -	\$ -	\$ -
	2019	\$ -	\$ -	\$ -	\$ -	\$ -
Bruce Bromage, <i>Chief Operating Officer</i>	2020	\$ 291,000	\$ -	\$ -	\$ -	\$ 291,000
	2019	\$ 291,000	\$ 98,000	\$ -	\$ -	\$ 389,000
Bryce Van, <i>Vice President- Finance</i>	2020	\$ 245,000	\$ -	\$ -	\$ -	\$ 245,000
	2019	\$ 245,000	\$ 78,000	\$ -	\$ -	\$ 323,000
Isaac Bresnick, <i>Executive Administrator</i>	2020	\$ 154,000	\$ -	\$ -	\$ -	\$ 154,000
	2019	\$ 154,000	\$ 64,000	\$ -	\$ -	\$ 218,000

For a description of the material terms of employment agreements with our named executive officers, see “Employment Agreements and Change of Control Agreements” below.

Equity Compensation Plan Information

Our executive officers, directors and all of our employees are allowed to participate in our equity incentive plans. We believe that providing them with the ability to participate in such plans provides them with a further incentive towards ensuring our success and accomplishing our corporate goals.

The following table provides information regarding the securities authorized for issuance under our equity compensation plans as of December 31, 2020:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights [a]	Weighted-average exercise price of outstanding options, warrants, and rights [b]	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column [a]) [c]
Equity compensation plans approved by stockholders	5,609,192	\$ 0.20	14,498,555
Equity compensation plans not approved by stockholders	12,341,667	0.16	17,336,202
Total	17,950,859	\$ 0.17	31,834,757

2020 Grants of Plan-Based Awards

There were no grants of plan-based awards during 2020 to the named executive officers.

Outstanding Equity Awards at 2020 Fiscal Year-End

The following table sets forth information on outstanding option and stock awards held by the named executive officers at December 31, 2020, including the number of shares underlying both exercisable and un-exercisable portions of each stock option as well as the exercise price and expiration date of each outstanding option.

Name	Option Awards				
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date
Lugee Li	641,667	58,333 (1)	-	\$ 0.13	5/4/2026
Bruce Bromage	1,335,192	- (2)	-	\$ 0.08	2/5/2023
	1,704,500	- (3)	-	\$ 0.29	2/5/2024
	1,500,000	- (4)	-	\$ 0.14	1/28/2025
	1,450,000	50,000 (5)	-	\$ 0.07	2/17/2026
	240,000	- (6)	-	\$ 0.23	2/7/2027
	1,620,000	2,430,000 (10)	-	\$ 0.14	11/15/2028
Bryce Van	90,000	- (7)	-	\$ 0.15	10/23/2023
	300,000	- (3)	-	\$ 0.29	2/5/2024
	165,000	- (4)	-	\$ 0.14	1/28/2025
	231,000	10,500 (5)	-	\$ 0.07	2/17/2026
	120,000	- (6)	-	\$ 0.23	2/7/2027
	973,056	156,944 (9)	-	\$ 0.24	5/10/2028
Isaac Bresnick	560,000	140,000 (8)	-	\$ 0.25	12/13/2026
	240,000	- (6)	-	\$ 0.23	2/7/2027

- (1) The shares underlying these grants vest 20% following the first anniversary of the grant date of May 4, 2016, and on a monthly basis following such date for the remaining four years thereof.
- (2) The shares underlying these grants vest 20% following the first anniversary of the grant date of February 6, 2013, and on a monthly basis following such date for the remaining four years thereof.
- (3) The shares underlying these grants vest 20% following the first anniversary of the grant date of February 5, 2014, and on a monthly basis following such date for the remaining four years thereof.
- (4) The shares underlying these grants vest 20% following the first anniversary of the grant date of January 27, 2015, and on a monthly basis following such date for the remaining four years thereof.
- (5) The shares underlying these grants vest 20% following the first anniversary of the grant date of February 17, 2016, and on a monthly basis following such date for the remaining four years thereof.
- (6) The shares underlying these grants vest 33.33% following the first anniversary of the grant date of February 7, 2017, and on a monthly basis following such date for the remaining two years thereof.
- (7) The shares underlying these grants vest 20% following the first anniversary of the grant date of October 23, 2013, and on a monthly basis following such date for the remaining four years thereof.
- (8) The shares underlying these grants vest 20% following the first anniversary of the grant date of December 13, 2016, and on a monthly basis following such date for the remaining four years thereof.
- (9) The shares underlying these grants vest 33.33% following the first anniversary of the grant date of May 10, 2018, and on a monthly basis following such date for the remaining two years thereof.
- (10) The shares underlying these grants vest 20% following the first anniversary of the grant date of November 15, 2018, 20% on the second anniversary of the grant date, and 60% on the third anniversary of the grant date.

Policy on Hedging

The Company has not adopted policies regarding the ability of employees, officers or directors or their designees to purchase financial instruments or otherwise engage in transactions that hedge or offset any decrease in the market value of the Company's securities that may be granted to them as part of their compensation or that are otherwise held directly or indirectly by them.

Employment Agreements and Change of Control Agreements

On March 10, 2016, the Company amended its Change of Control Agreements with named executive officers. As so amended, the Change of Control Agreements provide that if the executive officer's employment with the Company is terminated without cause during the one-year period after a change of control of the Company, then the terminated officer will receive a lump sum severance compensation in an amount equal to twelve months of his then-current base salary. The named executive officers will each also be entitled to the above-described severance compensation in the event he terminates his own employment within one year after a change of control because of a salary decrease, assignment to a lower-level position or a required move of more than 25 miles. In addition to the above-described severance compensation, upon any termination described in this paragraph, all unvested stock options related to these officers will automatically and immediately vest and shall thereafter be exercisable in accordance with the terms and provisions of the applicable award agreements. "Change of control" is defined in the Change of Control Agreements, with certain exceptions, as a merger of the Company with a third-party, the sale of all or substantially all of the Company's assets, the acquisition by a single person or group of more than 50% of the combined voting power of the Company's outstanding securities. "Cause" is defined in the Change of Control Agreements to include fraud, embezzlement, dishonesty, material harm to the Company, or an uncured failure to adequately perform job duties, among other things.

On November 15, 2018, the Company entered into an Employment Agreement with Bruce Bromage, the Company's Chief Operating Officer (the "Bromage Employment Agreement"). The Bromage Employment Agreement has a term of three years and will continue thereafter on an "at-will" basis until terminated by either the Company or Mr. Bromage upon 30 days' prior written notice. The Bromage Employment Agreement provides for an annual base salary of \$291,000 plus bonuses at the discretion of the Company's board of directors. The agreement provides that the Company can terminate Mr. Bromage's employment at any time and for any reason, provided that if his employment is terminated without "Cause" (as specifically defined in the agreement), then he will continue to be entitled to his base salary and health and welfare benefits for a period of twelve months after termination, and his unvested equity awards (to the extent they would have vested during the twelve-month period after termination) will immediately vest and become exercisable until the earlier of two years after vesting or the scheduled expiration date of the award. In the event that Mr. Bromage terminates his own employment within two years after a change in control of the Company for various "Good Reason Events" (as specifically defined in the agreement), including a material change in compensation or duties, the Company will also be obligated to pay him the same severance compensation that would be applicable to a termination without "Cause". The Bromage Employment Agreement provides that Mr. Bromage will not be entitled to any severance compensation if he voluntarily leaves the employment of the Company or is terminated for "Cause", and severance payments will cease if he violates certain restrictive covenants in the agreement.

On November 15, 2018, the Company entered into an Employment Agreement with Bryce Van, the Company's Vice President of Finance (the "Van Employment Agreement"). The Van Employment Agreement has a term of three years, subject to automatic extension on a month-to-month after the expiration of the initial three-year term. The Van Employment Agreement provides for an annual base salary of \$245,000 plus bonuses at the discretion of the Company's Board of Directors. The agreement provides that the Company can terminate Mr. Van's employment at any time and for any reason, provided that if his employment is terminated without "Cause" (as specifically defined in the agreement), then he will continue to be entitled to his base salary and health and welfare benefits for a period of twelve months after termination, and his unvested equity awards (to the extent they would have vested during the twelve-month period after termination) will immediately vest and become exercisable until the earlier of two years after vesting or the scheduled expiration date of the award. In the event that Mr. Van terminates his own employment within two years after a change in control of the Company for various "Good Reason Events" (as specifically defined in the agreement), including a material change in compensation or duties, the Company will also be obligated to pay him the same severance compensation that would be applicable to a termination without "Cause". The Van Employment Agreement provides that Mr. Van will not be entitled to any severance compensation if he voluntarily leaves the employment of the Company or is terminated for "Cause", and severance payments will cease if he violates certain restrictive covenants in the agreement.

Professor Li does not have an employment agreement or change of control agreement with the Company.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following table and summary set forth estimated potential payments the Company would be required to make to our named executive officers upon termination of employment or change in control of the Company, pursuant to each executive's employment agreement in effect at year end. Except as otherwise indicated, the table assumes that the triggering event occurred on December 31, 2020.

Name	Benefit	Termination without Cause (\$)	Death (\$)	Termination Following Change of Control (\$)
Lugee Li (1)	Salary	-	-	-
	Bonus	-	-	-
	Equity Acceleration	-	-	-
	Benefits Continuation	-	-	-
	Total Value	-	-	-
Bruce Bromage	Salary	291,000	-	291,000
	Bonus	98,000	-	98,000
	Equity Acceleration	186,554	-	186,554
	Benefits Continuation	18,738	-	18,738
	Total Value	594,292	-	594,292
Bryce Van	Salary	245,000	-	245,000
	Bonus	78,000	-	78,000
	Equity Acceleration	24,382	-	24,382
	Benefits Continuation	8,978	-	8,978
	Total Value	356,360	-	356,360
Isaac Bresnick (2)	Salary	-	-	154,000
	Bonus	-	-	64,000
	Equity Acceleration	-	-	27,330
	Benefits Continuation	-	-	27,091
	Total Value	-	-	272,421

- (1) Professor Li does not have an employment agreement, nor is he currently receiving any form of compensation from the Company.
- (2) Severance amounts also apply if Mr. Bromage, Mr. Van, and/or Mr. Bresnick terminate their own employment within one year after a change of control because of a salary decrease, assignment to a lower-level position or a required move of more than 25 miles.

401(k) Savings Plan

We have adopted a tax-qualified employee savings and retirement plan, or 401(k) plan, that covers all of our employees. Pursuant to our 401(k) plan, participants may elect to reduce their current compensation, on a pre-tax basis, by an amount up to the statutorily prescribed annual limit and have the amount of the reduction contributed to the 401(k) plan. The 401(k) plan permits us, in our sole discretion, to make additional employer contributions to the 401(k) plan. However, we do not currently make employer contributions to the 401(k) plan and may not do so in the future. As such, contributions by employees or by us to the 401(k) plan, and the income earned on plan contributions, are not taxable to employees until withdrawn from the 401(k) plan, and we can deduct our contributions, if any, at the time they are made.

Pension Benefits

We do not sponsor any qualified or non-qualified defined benefit plans.

Nonqualified Deferred Compensation

We do not maintain any non-qualified defined contribution or deferred compensation plans. The Compensation Committee, which is comprised solely of “outside directors” as defined for purposes of Section 162(m) of the Internal Revenue Code, may elect to provide our officers and other employees with non-qualified defined contribution or deferred compensation benefits if the Compensation Committee determines that doing so is in our best interests.

Compensation Risk Considerations

When establishing and reviewing our compensation programs, the Compensation Committee considers whether such compensation programs for all employees, including our named executive officers, encourage unnecessary or excessive risk taking. We believe that our compensation programs are balanced and do not encourage unnecessary or excessive risk. We believe we have achieved this by striking an appropriate balance between short-term and long-term incentives and by using a variety of key business measurement metrics that promote disciplined progress towards longer-term company goals to assess performance under our compensation program.

Director Compensation

The following table sets forth information regarding the compensation received by each of our non-employee directors serving during the year ended December 31, 2020:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards(\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Abdi Mahamedi	\$ 15,000	-	\$ -	-	-	-	\$ 15,000
Vincent Carrubba	\$ 40,000	-	\$ -	-	-	-	\$ 40,000
Tony Chung	\$ 15,000	-	\$ -	-	-	-	\$ 15,000

Our non-employee directors receive certain compensation for their services and are reimbursed for expenses incurred in attending board and committee meetings, as determined by the board of directors. Mr. Carrubba received a base fee of \$40,000 during 2020. Mr. Mahamedi and Mr. Chung each received an annual base fee of \$15,000 during 2020. All fees are paid quarterly in arrears.

We have a 2012 Equity Incentive Plan and a 2015 Equity Incentive Plan pursuant to which our non-employee directors are entitled to receive stock options. Each non-employee directors may be entitled to receive options on a case by case basis, in an amount determined by our board of directors or its compensation committee in its respective discretion, to purchase shares of common stock upon initial election to the board of directors. In determining the number of options granted to a director upon initial election, the compensation committee uses its judgment and, consistent with our compensation objectives, maintains the flexibility necessary to recruit qualified and experienced directors. All options granted under the plans have an exercise price equal to the fair market value of our common stock on the date of the grant. These stock options have a 10-year term and are exercisable pursuant to an equal 3-year vesting schedule, and remain exercisable for certain periods of time after a person is no longer a director.

No director who is an employee will receive separate compensation for services rendered as a director. However, our employee directors are eligible to participate in our 2012 and 2015 Equity Incentive Plans.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Transactions with Related Persons

On March 10, 2016, the Company entered into the 2016 Purchase Agreement with Liquidmetal Technology Limited, providing for the purchase of 405,000,000 shares of the Company's common stock for an aggregate purchase price of \$63,400. Liquidmetal Technology Limited was a newly formed company owned by Professor Li. In connection with the 2016 Purchase Agreement and also on March 10, 2016, the Company and Eontec, entered into a license agreement pursuant to which the Company and Eontec entered into a cross-license of their respective technologies. Eontec is a publicly held Hong Kong corporation of which Professor Li is the Chairman and major shareholder. Eontec is also an affiliate of Yihao. Yihao is currently the Company's primary outsourced manufacturer. As of December 31, 2020, Professor Li is a greater-than 5% beneficial owner of the Company and serves as the Company's Chairman, President, and Chief Executive Officer. Equipment and services procured from Eontec, and their affiliates, were \$478,000 and \$31,000 during the years ended December 31, 2020 and 2019, respectively.

Review, Approval or Ratification of Transactions with Related Persons

Our policy is to require that any transaction with a related party required to be reported under applicable SEC rules, other than compensation-related matters, be reviewed and approved or ratified by the Audit Committee of our board of directors. The Audit Committee of our board of directors has not adopted specific procedures for review of, or standards for approval of, these transactions, but instead reviews such transactions on a case by case basis. Our policy is to require that all compensation-related matters be recommended for board of directors approval by the Compensation Committee. During the last fiscal year and through the date of this proxy statement, no transactions with a related party occurred that required a waiver of this policy and no transactions with a related party occurred in which we did not follow this policy.

PROCEDURE FOR SUBMITTING STOCKHOLDER PROPOSALS

Proposals Pursuant to Rule 14a-8. Pursuant to Rule 14a-8 under the Exchange Act, stockholders may present proper proposals for inclusion in our proxy statement and for consideration at our 2022 annual meeting of stockholders. To be eligible for inclusion in our proxy statement for our 2022 annual meeting, your proposal must be received by us by no later than December 31, 2021, and must otherwise comply with Rule 14a-8. However, if the date of the 2022 annual meeting has been changed by more than 30 days from the date of the 2021 Annual Meeting, then the deadline is a reasonable time before we begin to print and send our proxy materials. While our board of directors will consider stockholder proposals, we reserve the right to omit from our proxy statement stockholder proposals that we are not required to include under the Exchange Act and the rules promulgated thereunder, including Rule 14a-8.

Proposals pursuant to our Bylaws. With respect to stockholder proposals for our 2022 annual meeting, our bylaws provide certain requirements for advance notification by stockholders. In order to be timely, a stockholder's written notice must be delivered to, or mailed and received by, our Secretary at 20321 Valencia Circle, Lake Forest, California 92630 not less than 90 days and not more than 120 days prior to the one-year anniversary of the 2021 Annual Meeting. However, if the date of the 2022 annual meeting has been changed by more than 30 days from the date of the 2021 Annual Meeting, then the deadline is the later of 90 days prior to the date of the 2022 annual meeting and the tenth day following the public disclosure of the date of the 2022 annual meeting. Any such notice to the Secretary must set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on our Company's books, of the stockholder proposing such business, and the name and address of the beneficial owner, if any, on whose behalf the proposal is made, (c) the class and number of shares of the Company which are owned beneficially and of record by such stockholder and by the beneficial owner, if any, on whose behalf the proposal is made, and (d) any material interest of such stockholder of record and the beneficial owner, if any, on whose behalf the proposal is made in such business. The presiding officer of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the procedures prescribed by the bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

OTHER MATTERS

Householding of Proxy Materials

Pursuant to, and in accordance with, the rules of the SEC, where allowed, we are delivering only one copy of the Notice to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. Upon written or oral request, we will promptly deliver a separate copy of the Notice to any stockholder at a shared address to which a single copy was delivered. If you are a stockholder residing at a shared address and would like to request an additional copy of the Notice now or with respect to future mailings (or to request to receive only one copy of the Notice if you are currently receiving multiple copies), then please call or write Liquidmetal Technologies, Inc., Attention: Investor Relations at 20321 Valencia Circle, Lake Forest, California 92630; telephone number (949) 635-2120.

Additional Matters at Annual Meeting

If any other matters properly come before the Annual Meeting, it is intended that the shares represented by proxy will be voted with respect thereto in accordance with the judgment of the persons voting them. The board of directors is not aware of any such other matters that may come before the Annual Meeting.

By Order of the Board of Directors,

/s/ Lugee Li

Lugee Li

Chairman, President and Chief Executive Officer

April 30, 2021
