

Regazzi John R
 Form 4
 April 03, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Regazzi John R

2. Issuer Name and Ticker or Trading Symbol
 GIGA TRONICS INC [GIGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5990 GLEASON DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/26/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

DUBLIN, CA 94568
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Security (Instr. 3)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Series E Senior Convertible Voting Perpetual Preferred Stock	<u>(1)</u>	03/26/2018	A	2,000		03/26/2018	<u>(9)</u>	Com Sto
Non-Qualified Stock Option <u>(2)</u>	\$ 1.64	03/30/2018	D		100,000	<u>(4)</u>	12/15/2021	Com Sto
Non-Qualified Stock Option <u>(2)</u>	\$ 1.42	03/30/2018	D		99,750	<u>(4)</u>	08/22/2022	Com Sto
Non-Qualified Stock Option <u>(2)</u>	\$ 1.65	03/30/2018	D		100,000	<u>(4)</u>	03/13/2023	Com Sto
Non-Qualified Stock Option	\$ 0.33	03/30/2018 ⁽⁵⁾	A	100,000		12/15/2012 ⁽⁴⁾	12/15/2021	Com Sto
Non-Qualified Stock Option	\$ 0.33	03/30/2018 ⁽⁶⁾	A	99,750		08/22/2013 ⁽⁴⁾	08/22/2022	Com Sto
Non-Qualified Stock Option	\$ 0.33	03/30/2018 ⁽⁷⁾	A	100,000		03/13/2014 ⁽⁴⁾	03/13/2023	Com Sto
Option to acquire Common Stock	\$ 0.33	03/30/2018	A	100,000		03/30/2019 ⁽³⁾	03/30/2028	Com Sto
Warrants	\$ 1.15	03/26/2018	D		60,300	01/29/2016	01/29/2021	Com Sto
Warrants <u>(8)</u>	\$ 0.25	03/26/2018	A	60,300		01/29/2016	01/29/2021	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regazzi John R 5990 GLEASON DRIVE DUBLIN, CA 94568	X		Chief Executive Officer	

Signatures

/s/ John R.
Regazzi

04/02/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Series E Share is initially convertible 1 into 100 shares of the Company's common stock.
- (2) Existing options for 299,750 shares of common stock were amended to reduce the exercise price.
- (3) Options vest on the following schedule: 25% of the Shares vest at the first anniversary of the Vesting Commencement Date and 1/48th of the Shares on each month thereafter.
- (4) Options vest on the following schedule: 20% of the Shares vest at the first anniversary from the date of grant and 20% of the Shares on each successive anniversary thereafter.
- (5) Original date of grant is 12/15/2011.
- (6) Original date of grant is 8/22/2012.
- (7) Original date of grant is 3/13/2013.
- (8) Original date of issuance is 1/29/2016. Warrant is exercisable, in whole or in part by the Holder at any time but no later than the Expiration Date. Warrant transactions represent a repricing pursuant to negotiations with unrelated third party investors.
- (9) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.