

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

**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**GigCapital, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6770**  
(Primary Standard Industrial  
Classification Code Number)

**82-3027430**  
(I.R.S. Employer  
Identification Number)

**3000 El Camino Real  
Building 4, Suite 232  
Palo Alto, CA 94306  
(650) 352-7580**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dr. Avi S. Katz**  
Executive Chairman, Secretary, President and Chief Executive Officer  
GigCapital, Inc.  
3000 El Camino Real  
Building 4, Suite 232  
Palo Alto, CA 94306  
(650) 352-7580

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Jeffrey C. Selman, Esq.**  
Crowell & Moring LLP  
3 Embarcadero Center, 26th Floor  
San Francisco, CA 94111  
(415) 365-7442  
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**Alan I. Annex, Esq.**  
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200 Park Avenue  
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United States  
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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No: 333-221581

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Warrants included as part of the Units(2)	4,312,500(3)	—	—	— (4)
<b>Total</b>			—	<b>\$21,476.25†</b>

† The Registrant previously registered securities having a proposed maximum offering price of \$172,500,000.00 on its Registration Statement on Form S-1, as amended (File No. 333-221581), which was declared effective by the Securities and Exchange Commission on December 7, 2017 (the "Prior Registration Statement"), and previously paid a registration fee of \$21,476.25 with the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional number of warrants are being registered to increase the number of warrants included as part of the Units registered on the Prior Registration Statement from the previously registered 8,625,000 warrants in the Prior Registration Statement to an aggregate of 12,937,000 total warrants, as each Unit now includes  $\frac{3}{4}$  of a warrant as opposed to  $\frac{1}{2}$  of a warrant as previously registered on the Prior Registration Statement. The amount being registered in this registration statement is 4,312,500 warrants, which is calculated based on the difference of 12,937,000 total warrants less the 8,625,000 warrants registered on the Prior Registration Statement. No additional fee is required as noted in footnote (4) below.

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-221581).
- (4) No fee pursuant to Rule 457(g).

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**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.**

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**EXPLANATORY NOTE**

This Registration Statement on Form S-1 is being filed with respect to the registration of 4,312,500 additional warrants included as part of the previously registered Units of GigCapital, Inc., a Delaware corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each whole warrant entitles the holder thereof to purchase one share of the Registrant's common stock at a price of \$11.50 per share, subject to certain adjustments, and only whole warrants are exercisable. This Registration Statement relates to the Registrant's Prior Registration Statement as set forth above. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on FormS-1 (SEC File No. 333-221581) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Crowell &amp; Moring LLP</u></a>
23.1	<a href="#"><u>Consent of BPM LLP</u></a>
23.2	<a href="#"><u>Consent of Crowell &amp; Moring LLP (included in Exhibit 5.1)</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 8th day of December, 2017.

GIGCAPITAL, INC.

By: /s/ Avi S. Katz  
Name: Dr. Avi S. Katz  
Title: President, Chief Executive Officer, Secretary and Executive Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Dr. Avi S. Katz</u> Dr. Avi S. Katz	President, Chief Executive Officer, Secretary and Executive Chairman Of the Board of Directors (Principal executive officer)	December 8, 2017
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<u>Barrett Daniels</u>	Vice President and Chief Financial Officer (Principal financial and accounting officer)	December 8, 2017
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<u>Neil Miotto</u>	Director	December 8, 2017
<u>/s/ John J. Mikulsky</u> John J. Mikulsky	Director	December 8, 2017
*By: <u>/s/ Dr. Avi S. Katz</u> Dr. Avi S. Katz	Attorney-in-fact	December 8, 2017



December 8, 2017

GigCapital, Inc.  
4 Palo Alto Square, Suite 232  
3000 El Camino Real  
Palo Alto, CA 94306  
Attn: Dr. Avi S. Katz

**Re: Registration Statement of GigCapital, Inc.**

Ladies and Gentlemen:

We have acted as counsel to GigCapital, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company with the United States Securities and Exchange Commission (the "**Commission**") of a registration statement on Form S-1 (the "**462(b) Registration Statement**") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), the sale by the Company of up to an additional 4,312,500 warrants (the "**Public Warrants**") to purchase one share of the common stock, par value \$0.0001 per share (the "**Common Stock**") included as a part of up to 15,000,000 units of the Company, or 17,250,000 units of the Company upon a full exercise of the underwriters' over-allotment option provided for in the form of underwriting agreement between the Company and the underwriters named therein (the "**Form of Underwriting Agreement**") that is filed as Exhibit 1.1 to the Registration Statement (as defined below) (collectively the "**Public Units**"). The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-221581) (the "**Registration Statement**"), initially filed by the Company on November 15, 2017 and declared effective by the Commission on December 7, 2017. Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Registration Statement.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the Amended and Restated Certificate of Incorporation of the Company dated December 7, 2017; (ii) the Bylaws of the Company that are filed as Exhibit 3.3 to the Registration Statement; (iii) the Registration Statement; (iv) the 462(b) Registration Statement; (v) the Form of Underwriting Agreement; (vi) the underwriting agreement between the Company and the underwriters named therein dated December 7, 2017; (vii) the Specimen Unit Certificate that is filed as Exhibit 4.1 to the Registration Statement; (viii) the Specimen Common Stock Certificate

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that is filed as Exhibit 4.2 to the Registration Statement; (ix) the Specimen Warrant Certificate that is filed as Exhibit 4.3 to the Registration Statement; and (x) the form of warrant agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "**Warrant Agent**") that is filed as Exhibit 4.5 to the Registration Statement. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company. We have further assumed that each of the documents identified in clauses (i) through (x) above will be entered into, adopted or filed as appropriate.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that when the 462(b) Registration Statement becomes effective under the Securities Act:

**1. Public Warrants.** The Public Warrants that are part of the Public Units, when the Public Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery of such Public Warrants by the Warrant Agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

We are opining solely on all applicable statutory provisions of Delaware corporate law, including the rules and regulations underlying those provisions, all applicable provisions of the Delaware Constitution, all applicable judicial and regulatory determinations in connection therewith and, as to the Public Warrants constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any other Federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

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We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Crowell & Moring, LLP

CROWELL & MORING LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report (which contains an explanatory paragraph relating to the Company's ability to continue as a going concern as described in Note 1 to the financial statements) dated November 14, 2017 relating to the financial statements of GigCapital, Inc., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-221581). We also consent to the reference to us under the heading "Experts" in such Registration Statement (No. 333-221581).

/s/ BPM LLP

San Jose, California  
December 7, 2017