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

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**FORM 8-K**

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

**January 9, 2018**  
**Date of Report (date of earliest event reported)**

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**GIGCAPITAL, INC.**  
(Exact name of Registrant as specified in its charter)

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

**001-38320**  
(Commission  
File Number)

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

**3000 El Camino Real**  
**Building 4, Suite 232**  
**Palo Alto, CA 94306**  
(Address of principal executive offices)

**(650) 352-7580**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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**Item 8.01. Other Events.**

As previously disclosed in its Current Report on Form 8-K (the “**IPO Closing 8-K**”) filed with the Securities and Exchange Commission (the “**SEC**”) on December 12, 2017, GigCapital, Inc., a Delaware corporation (the “**Company**”), consummated its initial public offering (the “**IPO**”) of 12,500,000 units (the “**Public Units**”) on December 12, 2017. Each Public Unit consists of one share of common stock, \$0.0001 par value (“**Common Stock**”), three-quarters ( $\frac{3}{4}$ ) of one warrant to purchase one share of Common Stock (“**Public Warrant**”), and one right to receive one-tenth ( $\frac{1}{10}$ ) of one share of Common Stock upon the Company’s completion of an initial business combination. Each whole Public Warrant is exercisable for one share of Common Stock at a price of \$11.50 per full share. The Public Units were sold at an offering price of \$10.00 per unit, and the IPO generated aggregate gross proceeds of \$125,000,000. In connection with the IPO, the underwriters were granted an option to purchase up to an additional 1,875,000 additional Public Units (“**Over-Allotment Units**”) solely to cover over-allotments, if any, at an offering price of \$10.00 per Over-Allotment Unit. On January 5, 2018, the underwriters exercised their over-allotment option in full, and on January 9, 2018, the underwriters purchased 1,875,000 Over-Allotment Units, generating gross proceeds of \$18,750,000.

As also previously disclosed in the IPO Closing 8-K, simultaneously with the closing of the IPO and the sale of the Public Units, the Company consummated a private placement (“**Private Placement**”) of an aggregate of 489,500 units (the “**Private Placement Units**”), at a price of \$10.00 per Private Placement Unit, pursuant to unit purchase agreements (the “**Unit Purchase Agreements**”) between the Company, and each of GigAcquisitions, LLC, a Delaware limited liability company (“**Sponsor**”), Cowen Investments LLC, a Delaware limited liability company (“**Cowen Investments**”), Irwin Silverberg (“**Silverberg**”), Jeffrey Bernstein (“**Bernstein**”) and, together with Sponsor, Cowen Investments, Silverberg and Bernstein, the “**Founders**”). Among the Founders, Sponsor purchased 356,000 Private Placement Units; Cowen Investments purchased 89,000 Private Placement Units; Silverberg purchased 40,050 Private Placement Units; and Bernstein purchased 4,450 Private Placement Units. The Private Placement generated aggregate gross proceeds of \$4,895,000. The Private Placement Units are substantially similar to the Public Units, except for certain differences in the warrants included in the Private Placement Units (the “**Private Placement Warrants**”), which are more fully described in the IPO Closing 8-K and in the Company’s initial registration statement on Form S-1, as amended (File No. 333-221581) and declared effective by the SEC on December 7, 2017 (the “**Initial Registration Statement**”). The Unit Purchase Agreements provided for a second closing (the “**Second Closing**”) of the Private Placement if the underwriters exercised their option to purchase the Over-Allotment Units, which closing would take place concurrently with the closing of the sale of the Over-Allotment Units. Accordingly, on January 9, 2018, the Second Closing was consummated, resulting in the purchase of 8,756 additional Private Placement Units by the Founders at a purchase price of \$10.00 per Private Placement Unit. Sponsor purchased 6,368 additional Private Placement Units; Cowen Investments purchased 1,592 additional Private Placement Units; Silverberg purchased 716 additional Private Placement Units; and Bernstein purchased 80 additional Private Placement Units. The Second Closing generated aggregate gross proceeds of \$87,560.

A total of \$143,750,000, comprised of \$141,162,440 of the net proceeds from the IPO (including the Over-Allotment Units) and \$2,587,560 of the proceeds of the sale of the Private Placement Units (including the Private Placement Units sold at the Second Closing) have been placed in a U.S.-based trust account at JPMorgan Chase Bank, N.A. (the “**Trust Account**”), maintained by Continental Stock Transfer & Trust Company, acting as trustee.

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An audited balance sheet as of December 12, 2017 reflecting receipt of the proceeds upon consummation of the IPO and the Private Placement (excluding the proceeds from the sale of the Over-Allotment Units and the Private Placement Units sold at the Second Closing) was previously filed by the Company in a Current Report on Form 8-K filed with the SEC on December 18, 2017. The Company's unaudited pro forma balance sheet as of December 12, 2017, reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the sale on January 9, 2018 of the additional Private Placement Units at the Second Closing, is included as Exhibit 99.1 to this Current Report on Form 8-K.

On January 11, 2018, the Company issued a press release announcing the closing of the over-allotment option. A copy of the press release is included as Exhibit 99.2 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 [Pro forma unaudited balance sheet of GigCapital, Inc.](#)

99.2 [Press release dated January 11, 2018](#)

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**SIGNATURES**

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

By: /s/ Dr. Avi S. Katz  
Name: Dr. Avi S. Katz  
Title: Chief Executive Officer, President and  
Executive Chairman of the GigCapital, Inc. Board  
(Principal Executive Officer)

Date: January 12, 2018

**GIGCAPITAL INC.**  
**BALANCE SHEET**

|  | As of<br>December 12,<br>2017 | Pro Forma<br>Adjustments<br>(unaudited) | Pro Forma As<br>Adjusted<br>(unaudited) |
|--|-------------------------------|---|---|
| <b>ASSETS</b>  |                               |   |   |
| Current assets   |                               |   |   |
| Cash   | \$ 2,348,323                  | \$ —                                    | \$ 2,348,323                            |
| Restricted cash  | 71,640                        | (71,640)                                | —                                       |
| Total current assets   | 2,419,963                     | (71,640)                                | 2,348,323                               |
| Cash held in Trust Account   | 125,000,000                   | 18,750,000                              | 143,750,000                             |
| <b>TOTAL ASSETS</b>  | <b><u>\$ 127,419,963</u></b>  | <b><u>\$ 18,678,360</u></b>             | <b><u>\$ 146,098,323</u></b>            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                               |   |   |
| Current liabilities  |                               |   |   |
| Accounts payable   | \$ 359,286                    | \$ —                                    | \$ 359,286                              |
| Accrued liabilities  | 77,000                        | —                                       | 77,000                                  |
| Other current liabilities  | 71,640                        | (71,640)                                | —                                       |
| Promissory note to related party   | 50,536                        | —                                       | 50,536                                  |
| <b>Total current liabilities</b>   | <b><u>558,462</u></b>         | <b><u>(71,640)</u></b>                  | <b><u>486,822</u></b>                   |
| <b>Commitments</b>   |                               |   |   |
| Common stock subject to possible redemption, 12,483,740 shares and 14,367,496 shares as adjusted at a redemption value of \$10.00 per share            | 121,861,495                   | 18,750,000                              | 140,611,495                             |
| <b>Stockholders' equity</b>  |                               |   |   |
| Preferred stock, par value of \$0.0001 per share; 1,000,000 shares authorized; none issued or outstanding  | —                             | —                                       | —                                       |
| Common stock, par value of \$0.0001 per share; 100,000,000 shares authorized; 4,099,510 shares and 4,099,510 shares as adjusted issued and outstanding | 410                           | —                                       | 410                                     |
| Additional paid-in capital   | 5,082,190                     | —                                       | 5,082,190                               |
| Accumulated deficit  | (82,594)                      | —                                       | (82,594)                                |
| <b>Total stockholders' equity</b>  | <b><u>5,000,006</u></b>       | <b><u>—</u></b>                         | <b><u>5,000,006</u></b>                 |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b><u>\$ 127,419,963</u></b>  | <b><u>\$ 18,678,360</u></b>             | <b><u>\$ 146,098,323</u></b>            |

**GigCapital, Inc. Announces Closing of Over-Allotment Option in Connection  
With Its Initial Public Offering of Common Stock**

**PALO ALTO, Calif.**, — January 11, 2018 — GigCapital, Inc. (NYSE: GIG.U) a Delaware corporation that is an emerging-growth blank check company formed for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses, also known as a Special Purpose Acquisition Company, or SPAC, today announced that the underwriters, pursuant to the terms of the underwriting agreement, exercised in full their previously announced option to purchase 1,875,000 newly issued units to cover over-allotments, and on January 9, 2018, purchased these additional units, generating additional gross proceeds of \$18,750,000.

The total aggregate issuance by the Company of 14,375,000 units at a price of \$10.00 per unit resulted in total gross proceeds of \$143,750,000.

Each unit consists of one share of common stock, one right and three-fourths ( $\frac{3}{4}$ ) of one warrant to purchase one share of common stock for an exercise price of \$11.50 per whole share of common stock. Only whole warrants are exercisable. Each right entitles the holder thereof to receive one-tenth ( $\frac{1}{10}$ ) of one share of common stock upon the consummation of the Company's initial business combination.

The units are listed on the New York Stock Exchange (the "NYSE") and trade under the ticker symbol "GIG.U." Once the securities comprising the units begin separate trading, the rights and warrants are expected to be listed on the NYSE under the symbols "GIG RT" and "GIG WS" respectively.

Cowen and Chardan acted as bookrunners for the offering.

Registration statements relating to these units and the underlying securities have been declared effective by the U.S. Securities and Exchange Commission (the "SEC") on December 7, 2017 and December 8, 2017.

A final prospectus relating to and describing the final terms of the offering has been filed with the SEC and is available on the SEC's website located at <http://www.sec.gov> or may be obtained from Cowen and Company, LLC c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY, 11717, Attn: Prospectus Department. Phone (631) 274-2806 / Fax (631) 254-7140. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About GigCapital, Inc.**

GigCapital, Inc. (NYSE: GIG.U), a Delaware corporation, is a blank check, emerging-growth company (known also as a Special Purpose Acquisition Company, or SPAC), based in Palo Alto, California. The Company was formed in October 2017 for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses, as soon as the appropriate opportunity is identified.

**Note Concerning Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding our or our management team's expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding the future, including possible business combinations. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-

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looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this presentation are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Additional factors that could cause actual results to differ are discussed under the heading “Risk Factors” and in other sections of GigCapital’s filings with the SEC, and in GigCapital’s current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this press release are made as of the date hereof, based on information available to GigCapital as of the date hereof, and GigCapital assumes no obligation to update any forward-looking statement.

Investor Contact:

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