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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**

**Date of Report (Date of earliest event reported): July 10, 2019**

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**GIGCAPITAL, INC.**

(Exact Name of Registrant as Specified in Charter)

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

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

**82-3027430**  
(IRS Employer  
Identification No.)

**2479 E. Bayshore Rd., Suite 200**  
**Palo Alto, CA**  
(Address of Principal Executive Offices)

**94303**  
(Zip Code)

**(650) 276-7040**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.0001 per share</b>	<b>GIG</b>	<b>The NYSE Stock Market LLC</b>
<b>Warrants to receive one share of Common Stock</b>	<b>GIG.WS</b>	<b>The NYSE Stock Market LLC</b>
<b>Right to receive one-tenth of one share of Common Stock</b>	<b>GIGr</b>	<b>The NYSE Stock Market LLC</b>
<b>Units, each consisting of one share of Common Stock, one right and three-fourths of one warrant</b>	<b>GIG.U</b>	<b>The NYSE Stock Market LLC</b>

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 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 13(a) of the Exchange Act.

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**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

As previously disclosed, on June 10, 2019, GigCapital, Inc., a Delaware corporation (the “Company”) issued founon-convertible unsecured promissory notes (each, an “Extension Note” and collectively the “Extension Notes”) in the aggregate principal amount of \$240,000.00, as follows: (i) \$174,643.99 issued to GigAcquisitions, LLC, a Delaware limited liability company (our “Sponsor”), (ii) \$43,578.25 to Cowen Investments II LLC, a Delaware limited liability company (“Cowen Investments”), (iii) \$19,599.94 to Irwin Silverberg, an individual and affiliate of Cowen Investments (“Silverberg”) and (iv) \$2,177.82 to Jeffrey Bernstein, an individual and affiliate of Cowen Investments (“Bernstein”, and collectively with Sponsor, Cowen Investments, and Silverberg, our “Founders”). The Founders deposited such funds into the Company’s trust account (the “Trust Account”), as described in the prospectus filed by the Company in connection with the Company’s initial public offering. The Extension Notes were issued in connection with the approval of the Charter Amendment and Extension and constitute the first monthly Contribution as previously disclosed in the Company’s Current Report on Form 8-K as filed with the Securities and Exchange Commission (the “SEC”) on May 16, 2019.

Also as previously disclosed, on June 10, 2019, the Company issued an additional four convertible unsecured promissory notes (each, a “Working Capital Note” and collectively the “Working Capital Notes”) in the aggregate principal amount of \$91,666.67, as follows: (i) \$66,704.30 to our Sponsor, (ii) \$16,644.47 issued to Cowen Investments, (iii) \$7,486.09 to Silverberg, and (iv) \$831.81 to Bernstein. The Working Capital Notes were issued to provide the Company with additional working capital during the Extension, and will not be deposited into the Trust Account. The Company issued the Working Capital Notes in consideration for loans from the payees to fund the Company’s working capital requirements. The convertible notes are convertible at the payee’s election upon the consummation of the Business Combination. Upon such election, the convertible notes will convert, at a price of \$10.00 per unit, into units identical to the private placement units issued in connection with the Company’s initial public offering, except that the private placement warrants which comprise a part of the private placement units issued to Cowen Investments, Silverberg, and Bernstein, so long as they are held by Cowen Investments, Silverberg, and Bernstein, respectively, or any of their related persons under FINRA rules, will expire five years from the effective date of the Company’s registration statement, or earlier upon the Company’s liquidation.

On July 10, 2019, in connection with the second monthly Contribution, the Founders deposited an additional aggregate \$240,000.00 into the Trust Account, and the Company cancelled the original Extension Notes dated June 10, 2019 and reissued each of the Extension Notes to include the aggregate of both the first and second monthly Contribution amounts for each payee. Additionally, on July 10, 2019, in connection with the second monthly Contribution and resulting Extension, an additional aggregate \$64,932.77 of working capital was loaned to the Company by our Founders, and as a result the Company cancelled the original Working Capital Notes dated June 10, 2019 and reissued the Working Capital Notes to include the aggregate of both the first and second working capital loans to the Company for each payee.

The Extension Notes and Working Capital Notes bear no interest and are repayable in full upon the consummation of the Company’s previously announced business combination disclosed in its Current Report on Form 8-K as filed with the Securities and Exchange Commission on February 26, 2019.

The table below sets forth the breakdown of the cancelled original Extension Notes, reissued Extension Notes, cancelled Working Capital Notes, and reissued Working Capital Notes issued to each of the payees on July 10, 2019:

	Cancelled Extension Notes (Non-Convertible Notes)	Reissued Extension Notes (Non-Convertible Notes)	Cancelled Working Capital Notes (Convertible Notes)	Reissued Working Capital Notes (Convertible Notes)
GigAcquisitions LLC	\$ 174,643.99	\$ 275,698.10	\$66,704.30	\$ 89,946.19
Cowen Investments II LLC	\$ 43,578.25	\$ 136,224.95	\$16,644.47	\$ 44,443.22
Irwin Silverberg	\$ 19,599.94	\$ 61,269.12	\$ 7,486.09	\$ 19,988.98
Jeffrey Bernstein	\$ 2,177.82	\$ 6,807.83	\$ 831.81	\$ 2,221.05
<b>Total</b>	<b>\$ 240,000.00</b>	<b>\$ 480,000.00</b>	<b>\$91,666.67</b>	<b>\$ 156,599.44</b>

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The form of Extension Note and Working Capital Note were previously filed as Exhibit 10.1 and 10.2, respectively, to the Company's Current Report on Form 8-K as filed with the SEC on June 10, 2019, and are incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities**

The information set forth in Item 2.03 of this Current Report on Form8-K is incorporated by reference into this Item 3.02. An aggregate of 15,659 private placement units of the Company would be issued if the entire principal balance of the convertible notes is converted. The warrants constituting a part of the units would be exercisable, subject to the terms and conditions of the warrant and during the exercise period as provided in the warrant agreement governing the warrants. The rights constituting a part of the units are exchangeable, subject to the terms and conditions of the rights, for common shares as provided in the right agreement governing the rights. The Company has relied upon Section 4(a)(2) of the Securities Act of 1933, as amended, in connection with the issuance and sale of the convertible promissory notes, as they were issued to sophisticated investors without a view to distribution, and were not issued through any general solicitation or advertisement.

**Item 8.01 Other Events.**

The disclosure set forth above in Item 2.03 of this Current Report on Form8-K regarding the second monthly Contribution and the issuance of the Extension Notes is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
10.1	<a href="#">Form of Extension Promissory Note (Previously filed as Exhibit 10.1 to the Current Report on Form8-K as filed with the SEC on June 10, 2019.)</a>
10.2	<a href="#">Form of Working Capital Promissory Note (Previously filed as Exhibit 10.2 to the Current Report on Form8-K as filed with the SEC on June 10, 2019.)</a>

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**SIGNATURE**

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

Dated: July 10, 2019

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