

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

**AMENDMENT NO. 7
TO
SCHEDULE TO
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

GIGCAPITAL, INC.

(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Rights to Purchase Common Stock
(Title of Class of Securities)

37518N114
(CUSIP Number of Class of Securities)

Dr. Avi Katz
Executive Chairman, Secretary, President and Chief Executive Officer
GigCapital, Inc.
2479 E. Bayshore Rd., Suite 200
Palo Alto, CA 94303
(650) 276-7040

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Jeffrey C. Selman, Esq.
Crowell & Moring LLP
3 Embarcadero Center, 26th Floor
San Francisco, CA 94111
(415) 365-7442

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$14,724,523.44	\$1,911.25

* Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of a total of 14,873,256 rights to purchase common stock at the tender offer price of \$0.99 per right.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$129.80 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,911.25
Form of Registration No.: Schedule TO-I

Filing Party: GigCapital, Inc.
Date Filed: October 8, 2019

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

SCHEDULE TO

GigCapital, Inc., a Delaware corporation (the “Company” or “GigCapital” or “we”, “us” or “our”) hereby amends and supplements the Tender Offer Statement on Schedule TO (as amended and supplemented, the “Schedule TO”) originally filed by us with the Securities and Exchange Commission (the “SEC”) on October 8, 2019, as amended and supplemented by Amendment No. 1 and Amendment No. 2 to Schedule TO as filed with the SEC on October 17, 2019, Amendment No. 3 as filed with the SEC on October 18, 2019, Amendment No. 4 as filed with the SEC on October 28, 2019, Amendment No. 5 as filed with the SEC on November 7, 2019 and Amendment No. 6 as filed with the SEC on November 8, 2019. The Schedule TO relates to the Company’s offer to purchase for cash up to 14,873,256 of its rights, each to receive one-tenth of one share of the Company’s Common Stock (the “Rights”), at a price of \$0.99 per Right, net to the seller in cash, less any applicable withholding taxes and without interest for an aggregate purchase price of up to \$14,724,523.44. The Company’s offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 8, 2019 (the “Offer to Purchase”) and in the related Letter of Transmittal (the “Letter of Transmittal”), which, as amended or supplemented from time to time, constitute the offer (“Offer”).

This is the final amendment to the Schedule TO and is being filed to report the results of the Offer. This Amendment No. 7, as it amends and supplements the Schedule TO, is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Only those items reported in this Amendment No. 7 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged.

This Amendment No. 7 should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal, as the same may be further amended or supplemented hereafter and filed with the SEC.

Capitalized terms used and not defined herein have the meanings assigned to such terms in the Offer to Purchase.

Items 1 through 11.

The information set forth under these Items of the Schedule TO is hereby supplemented by adding the following:

The Offer expired at one minute past 11:59 p.m., New York City time, on November 22, 2019. Based upon information provided by Continental Stock Transfer & Trust Company, the depository for the Offer, a total of 1,655,691 Rights were validly tendered and not withdrawn in the Offer. The Company accepted for purchase all such Rights at a purchase price of \$0.99 per Right, for an aggregate purchase price of \$1,639,134.09. Payment for the Rights accepted for purchase will be made promptly.

On November 25, 2019, the Company issued a press release announcing the final results of the Offer as set forth above. A copy of the press release is filed as Exhibit (a)(5)(v) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase dated October 8, 2019.
(a)(1)(B)*	Letter of Transmittal to Tender Rights.
(a)(1)(C)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(D)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)I*	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(5)(i)*	Press Release dated October 8, 2019.
(a)(5)(ii)*	Summary Advertisement, dated October 8, 2019.
(a)(5)(iii)*	Investor Presentation, dated October 2019. (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed with the SEC on October 18, 2019.)
(a)(5)(iv)*	Press Release dated November 7, 2019.
(a)(5)(v)**	Press Release dated November 25, 2019.
(d)(1)	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
(d)(2)	Stock Purchase Agreement, dated as of February 22, 2019 (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K as filed with the SEC on February 26, 2019).
(d)(3)	Amendment No. 1 to Stock Purchase Agreement, dated as of September 24, 2019. (Incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K as filed with the SEC on September 24, 2019).
(d)(4)	Warrant Agreement between Continental Stock Transfer & Trust Company and the Company (Incorporated by reference to Exhibit 4.5 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
(d)(5)	Right Agreement between Continental Stock Transfer & Trust Company and the Company (Incorporated by reference to Exhibit 4.6 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
(d)(6)	Insider Letter Agreement among the Company and the Founders (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).

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- (d)(7) Insider Letter Agreement among the Company and its executive officers, directors and director nominees (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
 - (d)(8) Founder Shares Subscription Agreement, dated October 11, 2017, between the Company and Sponsor (Incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(9) Founder Shares Subscription Agreement, dated October 11, 2017, between the Company and Cowen Investments LLC (Incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(10) Founder Shares Subscription Agreement, dated October 11, 2017, between the Company and Irwin Silverberg (Incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(11) Founder Shares Subscription Agreement, dated October 11, 2017, between the Company and Jeffrey Bernstein (Incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(12) Omnibus Amendment to Founder Shares Subscription Agreements, dated November 14, 2017, between the Company and the Founders (Incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(13) Omnibus Amendment to Founder Shares Subscription Agreements, dated December 7, 2017, between the Company and the Founders (Incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
 - (d)(14) Form of Insider Shares Grant Agreement between the Company and Barrett Daniels (Incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(15) Form of Insider Shares Grant Agreement between the Company and each of John Mikulsky, Peter S. Wang and Jack Porter (Incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(16) Form of Unit Purchase Agreement between the Company and Sponsor (Incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(17) Form of Unit Purchase Agreement between the Company and Cowen Investments LLC (Incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(18) Form of Unit Purchase Agreement between the Company and each of Irwin Silverberg and Jeffrey Bernstein (Incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(19) Registration Rights Agreement between the Company the Founders, and each of the Company's executive officers, directors and director nominees (Incorporated by reference to Exhibit 10.13 to the Current Report on Form 8-K as filed with the SEC on December 12, 2017).
 - (d)(20) Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(21) Strategic Services Agreement and Confidential Information and Invention Assignment Agreement, each dated October 10, 2017, by and between the Company and Barrett Daniels (Incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(22) Promissory Note issued in favor of Sponsor, dated October 11, 2017 (Incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(23) Administrative Services Agreement between the Company and Sponsor, dated as of October 11, 2017 (Incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).

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- (d)(24) Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Company (Incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 as filed with the SEC on November 15, 2017).
 - (d)(25) Strategic Services Agreement and Confidential Information and Invention Assignment Agreement, each dated June 11, 2018, by and between the Company and Tara McDonough (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed with the SEC on June 11, 2018).
 - (d)(26) Strategic Services Agreement, dated August 6, 2019, by and between the Company and Walter Bradford Weightman (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed with the SEC on August 8, 2019).
 - (d)(27) Forward Share Purchase Agreement, dated September 27, 2019, by and among the Company, Greenhaven Road Capital Fund 1, LP, and Greenhaven Road Capital Fund 2, LP (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed with the SEC on September 27, 2019).
 - (d)(28) Forward Share Purchase Agreement, dated October 1, 2019, by and between the Company and Kepos Alpha Fund L.P. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed with the SEC on October 2, 2019).
 - (d)(29) Amendment to Forward Share Purchase Agreement, dated October 2, 2019, by and between the Company and Kepos Alpha Fund L.P. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed with the SEC on October 3, 2019).
 - (g)(1) Preliminary Proxy Statement of GigCapital, Inc. (incorporated by reference to the Preliminary Proxy Statement on Schedule 14A filed by GigCapital, Inc. on July 31, 2019, as amended on September 24, 2019).
 - (g)(2) Amendment No. 2 to the Preliminary Proxy Statement of GigCapital, Inc. (incorporated by reference to Amendment No. 2 to the Preliminary Proxy Statement on Schedule 14A filed by GigCapital, Inc. on October 17, 2019).
 - (g)(3) Amendment No. 3 to the Preliminary Proxy Statement of GigCapital, Inc. (incorporated by reference to Amendment No. 3 to the Preliminary Proxy Statement on Schedule 14A filed by GigCapital, Inc. on October 28, 2019).
 - (g)(4) Definitive Proxy Statement of GigCapital, Inc. (incorporated by references to the Definitive Proxy Statement on Schedule 14A filed by GigCapital, Inc. on November 8, 2019).
 - (h) Not applicable.

* Previously filed.

** Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

GIGCAPITAL, INC.

/s/ Dr. Avi S. Katz

Name: Dr. Avi S. Katz

Title: Chief Executive Officer, President and Executive
Chairman of the GigCapital, Inc. Board

Date: November 25, 2019

**GIGCAPITAL, INC. ANNOUNCES APPROVAL OF BUSINESS COMBINATION
WITH KALEYRA S.P.A
AND RESULTS OF CASH TENDER OFFER FOR ITS RIGHTS**

PALO ALTO, Calif. and MILAN, Italy— November 25, 2019 — GigCapital, Inc., (NYSE: GIG, GIG.U, GIG.RT, and GIG.WS) (“GigCapital” or the “Company”) a Technology, Media and Telecom (TMT) Private-to-Public Equity (PPE)[™] corporation, today announced that all of the proposals related to its previously announced business combination (the “Business Combination”) with Kaleyra S.p.A. (“Kaleyra”) have been approved by the Company’s stockholders at its special meeting held on November 22, 2019, with 10,594,629 shares being voted in favor out of the Company’s total of 11,636,542 shares of common stock, and representing 98.1% of the shares that were voted. GigCapital and Kaleyra expect the closing of the Business Combination to occur on November 25, 2019.

Upon closing of the transaction, the combined company will change its name to “Kaleyra, Inc.” and intends to apply to list the shares issued to the sellers of Kaleyra’s common stock on the New York Stock Exchange (“NYSE”) under the symbol “KLR”. GigCapital’s units (each comprised of one share of common stock, one right to receive one-tenth of one share of common stock and three-fourths of one warrant to purchase one share of common stock), will cease to trade as an individual security and, instead, will be separated into their constituent securities, and the common stock and warrants of the post-combination company are expected to trade on the NYSE under the symbols “KLR” and “KLR WS,” respectively, with the rights converting into shares of common stock upon the closing.

The Company also announced today the results of its previously announced tender offer to purchase up to 14,873,256 of its outstanding rights (each of the rights representing the right to receive one-tenth of one share of GigCapital common stock) at a purchase price of \$0.99 per right, in cash, less any applicable withholding taxes and without interest (the “Tender Offer”). The Tender Offer expired at one minute past 11:59 p.m., New York City time, on November 22, 2019 (the “Expiration Time”). As of the Expiration Time, 1,655,691 or 11.13% of the outstanding rights had been validly tendered and not withdrawn in the Tender Offer. GigCapital has accepted for purchase all of the rights validly tendered and delivered (and not validly withdrawn) in the Tender Offer at or prior to the Expiration Time. Total consideration of \$1,639,134.09 will be paid to the tendering right holders promptly following the closing of the Business Combination.

Additional Information About the Business Combination and Where to Find It

Additional information about the Business Combination with Kaleyra and related transactions is described in GigCapital’s definitive proxy statement relating to the Business Combination and the respective businesses of GigCapital and Kaleyra, which GigCapital has filed with the Securities and Exchange Commission (the “SEC”). The definitive proxy statement was mailed on November 9, 2019 to stockholders of GigCapital as of October 3, 2019.

Stockholders may also obtain a copy of the definitive proxy statement, as well as other documents filed with the SEC by GigCapital, without charge, at the SEC’s website located at www.sec.gov or by directing a request to Brad Weightman, Vice President and Chief Financial Officer, GigCapital, Inc., 2479 E. Bayshore Rd., Suite 200 Palo Alto, CA 94303, or by telephone at (650) 276-7040.

Additional Information About the Tender Offer and Where to Find It

This press release is neither an offer to purchase nor a solicitation of an offer to sell any of the Company’s rights. The offer to purchase and the solicitation of offers to sell are only being made solely pursuant to the offer to purchase dated October 8, 2019, as amended by Amendment Nos. 1 and 2 to Schedule TO dated October 17, 2019, Amendment No. 3 to Schedule TO dated October 18, 2019, Amendment No. 4 to Schedule TO dated October 28, 2019, Amendment No. 5 to Schedule TO dated November 7, 2019, Amendment No. 6 to Schedule TO dated November 8, 2019 and Amendment No. 7 to Schedule TO dated November 25, 2019, the related letter of transmittal and other offer materials included as exhibits to the tender offer statement on Schedule TO that the Company has with the SEC. The tender offer statement (including the offer to purchase, related letter of transmittal and other offer materials) contains important information that should be read carefully and considered before any decision is made with respect to the tender offer. These materials are being distributed free of charge to all of the Company’s right holders. In addition, these materials (and all other materials filed by the Company with the SEC) are available at no charge from the SEC through its website at www.sec.gov. Right holders may also obtain free copies of the documents filed with the SEC by the Company by directing a request to the information agent at MacKenzie Partners, Inc., 1407 Broadway, 27th Floor, New York, NY 10018.

Participants in the Solicitation

Kaleyra, GigCapital and their respective directors and executive officers and other persons may be deemed to be participants in the solicitations of proxies from GigCapital's stockholders in respect of the Business Combination and related transactions. Information regarding GigCapital's directors and executive officers is available in its Form 10-K filed with the SEC on December 6, 2018. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests is contained in the definitive proxy statement related to the Business Combination and related transactions, and which can be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This press release may include forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 regarding the Business Combination, the Tender Offer, the Company and Kaleyra. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company and/or Kaleyra expects or anticipates will or may occur in the future are forward-looking statements and are identified with, but not limited to, words such as "believe" and "expect". Such forward-looking statements include, but are not limited to, statements regarding the closing of the Business Combination, potential capital alternatives or changes to the capital structure of the Company and the expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding the business combination and future business plans of the Company and Kaleyra management teams. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. These statements are based on certain assumptions and analyses made by the management of the Company and/or Kaleyra in light of their respective experience and their perception of historical trends, current conditions and expected future developments and their potential effects on the Company and Kaleyra as well as other factors they believe are appropriate in the circumstances. There can be no assurance that future developments affecting the Company or Kaleyra will be those anticipated and actual results may differ materially from those expressed in this press release due to many factors such as, but not limited to, the ability to satisfy closing conditions for the Business Combination, the ability of the combined company to meet the NYSE's listing standards, and that the Company will have sufficient capital upon the approval of the Business Combination to operate as anticipated. Should one or more of these risks or uncertainties materialize, or should any of the assumptions being made prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. These statements speak only as of the date they are made and none of the Company and/or Kaleyra undertakes any obligation to update any forward-looking statements contained in this press release to reflect events or circumstances which arise after the date of this press release.

No Offer or Solicitation

This communication shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction

About GigCapital, Inc.

GigCapital, Inc. (NYSE: GIG, GIG.U, GIG.RT, and GIG.WS), is a Private-to-Public Equity (PPE)[™] company, (also known as a Blank-Check or Special Purpose Acquisition Company ("SPAC")), sponsored by GigAcquisitions, LLC, and sole-managed by GigFounders, LLC (www.gigfoundersglobal.com). All were founded in 2017 by Dr. Avi Katz. The GigCapital Group companies are led by an affiliated team of technology industry experts, deploying a unique Mentor-Investors[™] methodology to partner with exceptional privately-held and non-U.S. public technology companies of dedicated solid entrepreneurs. The GigCapital Group companies offer financial, operational and executive mentoring to U.S. and global private, and non-U.S. public companies, in order to accelerate their path from inception and as a privately-held entity into the growth-stage as a publicly traded company in the U.S. The partnership of the GigCapital Group with these companies continues through an organic and roll-up strategy growth post the transition to a public company. For more information, visit www.gigcapitalglobal.com.

About Kaleyra

Kaleyra, S.p.A. is a global group providing mobile communication services for financial institutions and enterprises of all sizes worldwide. Through its proprietary platform, Kaleyra manages multi-channel integrated communication services on a global scale, comprising of messages, push notifications, e-mail, instant messaging, voice services and chatbots. Kaleyra's technology today makes it possible to safely and securely manage billions of messages monthly with a reach to hundreds of MNOs and over 190 countries. For more information: <https://www.kaleyra.com>.

Contacts**GigCapital:**

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Kaleyra:

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Information Agent for Tender Offer:

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New York, NY 10018
Telephone: (212) 929-5500 (Call Collect)
or Call Toll-Free: (800) 322-2885
Email: tenderoffer@mackenziepartners.com

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