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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 25, 2019

KALEYRA, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38320
(Commission
File Number)

82-3027430
(IRS Employer
Identification No.)

Via Marco D'Aviano, 2, Milano MI, Italy
(Address of Principal Executive Offices)

20131
(Zip Code)

+39 02 288 5841
(Registrant's telephone number, including area code)

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:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	KLR	NYSE American LLC

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 25, 2019, Kaleyra, Inc. (f/k/a GigCapital, Inc.) (the “Company”) filed Form 8-A with the Securities and Exchange Commission as a result of the combination of GigCapital, Inc. with Kaleyra S.p.A. With the combination, GigCapital, Inc.’s common stock ceased to trade on the New York Stock Exchange (“NYSE”), and the listing of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), was transferred from the NYSE to the NYSE American LLC (the “NYSE American”). The NYSE American has approved for listing the Company’s Common Stock. On November 26, 2019, the Company’s Common Stock will begin trading on the NYSE American.

A copy of the press release issued by the Company announcing the transfer to the NYSE American is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

In the same press release, on November 25, 2019, the Company announced that it has consummated its previously announced business combination with Kaleyra, S.p.A.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished in this Item 8.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Press Release, dated November 25, 2019.</u>

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: November 26, 2019

By: /s/ Dario Calogero
Name: Dario Calogero
Title: Chief Executive Officer and President

GigCapital, Inc. Completes Acquisition of Global CPaaS Provider, Kaleyra S.p.A.**Kaleyra to Begin Trading on the NYSE American Stock Exchange under the Ticker “KLR” and Will Host the Opening Bell Ceremony on Tuesday, November 26, 2019**

Palo Alto, Calif., USA and Milan, Italy – November 25, 2019—GigCapital, Inc. (NYSE: GIG, GIG.U, GIG.RT, and GIG.WS) (“GigCapital”), a Technology, Media, and Telecom (TMT) Private-to-Public Equity (PPE)TM corporation, today announced the closing of its previously announced combination with Kaleyra S.p.A., a rapidly growing cloud communications software provider delivering secure application programming interfaces (APIs) and connectivity solutions in the API/Communications Platform as a Service (CPaaS) market. The combination was approved by 98.1% of GigCapital’s stockholders voting at GigCapital’s special meeting of stockholders held on November 22, 2019.

Initiation of Trading on the NYSE American and Opening Bell Ceremony

As part of the transaction combining GigCapital and Kaleyra S.p.A., the Company’s name will be changed to Kaleyra, Inc. (the “Company” or “Kaleyra”). With the combination being closed today, GigCapital, Inc. shares will cease trading on the NYSE, and Kaleyra, Inc. shares will begin trading effective November 26, 2019 on the NYSE American, under the ticker symbol “KLR”, where they are being listed for trading. In celebration of the combination and initiation of Kaleyra’s public trading, members of the Kaleyra and GigCapital management teams will ring the NYSE Opening Bell at 9:30 a.m. Eastern time on November 26, 2019. The event can be viewed live at <https://livestream.com/ICENYSE/KaleyraIPOWebcast2019> or on the NYSE’s website at <https://www.nyse.com/bell>. Photos and video of the bell ringing will also be available via Facebook and Twitter @NYSE.

Dario Calogero, Kaleyra’s Founder who retains his position as Chief Executive Officer of the Company after the closing of the transaction, commented, “These are exciting times for Kaleyra. We now enter the public company marketplace, which will provide means to further expand and accelerate our growth plans of our highly secure, regulatory compliant and integrated mobile communications platform. Our robust engineering and new product development teams will be driving our growth initiatives. With nearly 50% of our workforce focused on these two functions, we are well positioned as a preferred partner in the CPaaS segment for both small- and medium-sized businesses and larger enterprises. I am confident in our plans for continued advanced product development efforts and global market expansion, both organically and through consolidation. To support these plans, we will broaden our marketing and sales footprint to address opportunities, particularly in the large North American market.”

Kaleyra is at the forefront of the dramatic shift in the telecom services market from the traditional hardware-centric marketplace approach to software and CPaaS. The Company has a global presence with a diverse base of 3,000 customers around the world and, while the majority of its customers span Europe, APAC, the Middle East and Latin America, with strong presence in the financial and banking industry, Kaleyra believes there is an opportunity for future revenue expansion particularly in the US market.

Kaleyra's solutions include identity authentication, mobile and voice notifications on transactions, banking services authorizations, most notably via different integrated mobile channels through its platform. Its powerful combination of products is secure, flexible, fully redundant, and feature-rich. By providing the complete set of communications capabilities through converged infrastructure APIs, Kaleyra has eliminated the concerns over incompatible hardware components and network paradigms.

Dr. Avi Katz, Founder and Executive Chairman of the Board of the GigCapital Group, who will assume the role of Chairman of Kaleyra's Board of Directors, added, "With its innovative technology, product leadership, global revenue growth and profitability over the last several years, Kaleyra is poised for significant growth and shareholder value creation. As a public company, Kaleyra will have a stronger capital structure and greater latitude to excel and achieve its projected accelerated financial growth by organic and strategic means. I strongly believe the combination of Kaleyra and GigCapital, using our Private-to-Public Equity (PPE)TM methodology, brings unique, attractive and promising opportunities to all stockholders, more so through the planned accelerated global expansion as well as enhanced penetration to the financial and banking industry and we are looking forward to working in concert to build a new and advanced CPaaS industry leading unicorn company."

GigCapital was advised on the transaction closing by Cowen and Company, LLC, and Nomura Securities International, Inc. as financial advisors, with Crowell & Moring LLP as legal counsel. Kaleyra S.p.A was advised by Northland Capital Markets and Chiomenti as legal counsel.

About the GigCapital Group

GigCapital Group (the "GigCapital Group") is a Private-to-Public Equity (PPE)TM technology, media, and telecommunications (TMT) focused investment group led by an affiliated team of technology industry corporate executives and entrepreneurs, and TMT operational and strategic experts in the private and public markets, including substantial, success-proven M&A and IPO activities. The group deploys a unique Mentor-InvestorsTM methodology to partner with exceptional TMT companies, managed by dedicated and experienced entrepreneurs. The GigCapital Group Private-to-Public Equity (PPE) companies (also known as blank check companies or Special Purpose Acquisition Companies (SPACs)) offer financial, operational and executive mentoring to U.S. and overseas 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. The GigCapital Group was launched in 2017 with the vision of becoming the lead franchise in incepting and developing TMT Private-to-Public Equity (PPE) companies. For more information, visit www.GigCG.com

"Private-to-Public Equity (PPE)" and "Mentor-Investor" are trademarks of GigFounders, LLC, used pursuant to agreement.

About Kaleyra

Kaleyra, Inc. (NYSE American: KLR) 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/>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of U.S. federal securities laws. Such forward-looking statements include, but are not limited to, statements regarding the expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding the business combination and future business plans of Kaleyra's management team. 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-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 press release are based on certain assumptions and analyses made by the management of Kaleyra in light of their respective experience and perception of historical trends, current conditions and expected future developments and their potential effects on Kaleyra as well as other factors they believe are appropriate in the circumstances. There can be no assurance that future developments affecting Kaleyra will be those anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the ability of Kaleyra to meet the NYSE listing standards, and that Kaleyra will have sufficient capital 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. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Kaleyra Contacts:

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