

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Katz Avi S		2. Issuer Name and Ticker or Trading Symbol GigCapital, Inc. [GIG.U]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Pres, Exec Chairman	
(Last) (First) (Middle) C/O GIGCAPITAL, INC., 3000 EL CAMINO REAL, BLDG 4, SUITE 232		3. Date of Earliest Transaction (Month/Day/Year) 12/07/2017			
(Street) PALO ALTO, CA 94306		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2017		P		356,000	A	\$ 10 (1)	3,212,607 (2)	I	By GigAcquisitions, LLC (see note below) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Private Warrants	\$ 11.5	12/07/2017		P	267,000		(4)	(5)	Common Stock	267,000	\$ 10 (1)	267,000	I	By GigAcquisitions, LLC (see note below) (3)
Private Rights	(6)	12/07/2017		P	356,000		(7)	(8)	Common Stock	35,600	\$ 10 (1)	356,000	I	By GigAcquisitions, LLC (see note below) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Avi S C/O GIGCAPITAL, INC. 3000 EL CAMINO REAL, BLDG 4, SUITE 232 PALO ALTO, CA 94306	X	X	CEO, Pres, Exec Chairman	
GigAcquisitions, LLC C/O GIGCAPITAL, INC. 3000 EL CAMINO REAL, BLDG 4, SUITE 232 PALO ALTO, CA 94306		X		

Signatures

/s/ Avi S. Katz, individually	12/11/2017
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Signature of Reporting Person

Date

/s/ Avi S. Katz, as Manager of GigAcquisitions, LLC

12/11/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) \$10.00 is the price per Private Unit, with each Private Unit consisting of (i) one share of Common Stock, (ii) 3/4ths of a Private Warrant exercisable at price of \$11.50 per whole share of Common Stock, and (iii) one Private Right which entitles the holder to receive 1/10th of one share of Common Stock upon the consummation of the Company's business combination.
- (2) Includes 2,856,607 founder shares of Common Stock previously reported in the Form 3 filed by the Reporting Persons on December 7, 2017. Includes up to 379,464 shares of Common Stock that are subject to forfeiture depending on the extent to which the underwriters' over-allotment is exercised, if at all.
The Common Stock, Private Warrants, and Private Rights constituting the Private Units are held directly by GigAcquisitions, LLC (the "Sponsor"). The Common Stock, Private Warrants, and
- (3) Private Rights held by the Sponsor are beneficially owned by Dr. Avi S. Katz, GigCapital, Inc.'s Chief Executive Officer, President, Executive Chairman of the Board of Directors, and Secretary. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over all securities held by the Sponsor.
- (4) The Private Warrants will become exercisable on the later of 30 days after the completion of the Company's initial business combination or 12 months from the completion of the Company's initial public offering.
- (5) The Private Warrants will expire on the fifth anniversary of the Company's completion of its initial business combination.
- (6) The private rights entitle the holder to receive 1/10th of a share of Common Stock upon consummation of the Company's initial business combination without paying any additional consideration.
- (7) Upon the consummation of the Company's initial business combination.
- (8) If the Company is unable to complete its initial business combination within 18 months from the closing date of the offering the Private Rights will expire worthless.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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