

# 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 * <b>Katz Avi S</b>		2. Issuer Name and Ticker or Trading Symbol <b>Kaleyra, Inc. [KLR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Exec Chairman</b>	
(Last) (First) (Middle) <b>C/O KALEYRA, INC., 1731 EMBARCADERO ROAD, SUITE 200</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2021</b>			
(Street) <b>PALO ALTO, CA 94303</b>		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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	03/01/2021		S		78,627	D	\$ 18.9683 <u>(1)</u>	1,454,901 <u>(2)</u>	D	
Common Stock								435,903	I	By GigAcquisitions, LLC (see note below) <u>(3)</u>

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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Avi S C/O KALEYRA, INC. 1731 EMBARCADERO ROAD, SUITE 200 PALO ALTO, CA 94303	X	X	Exec Chairman	

GigAcquisitions, LLC C/O KALEYRA, INC. 1731 EMBARCADERO ROAD, SUITE 200 PALO ALTO, CA 94303		X		
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## Signatures

/s/ Avi S. Katz, individually		03/01/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Avi S. Katz, as Manager of GigAcquisitions, LLC		03/01/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.06 to \$19.305, inclusive. The (1) reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(2) Includes an aggregate of 314,523 Restricted Stock Units ("RSUs"), of which (i) 27,510 of such RSUs vest in four quarterly installments, beginning on February 1, 2021 and subsequently on May 1, 2021, August 1, 2021, and November 1, 2021, (ii) 227,013 of such RSUs vest as follows: 25% of the RSUs will vest on February 1, 2021, and the remaining 75% vest in twelve quarterly installments thereafter, beginning on May 1, 2021 and ending on February 1, 2024, and (iii) 60,000 of such RSUs vest in sixteen quarterly installments, beginning on May 1, 2021 and ending on February 1, 2025.

(3) The Common Stock is held directly by GigAcquisitions, LLC (the "Sponsor"). The Common Stock held by the Sponsor is beneficially owned by Dr. Avi S. Katz, the Executive Chairman of the Board of Directors of the issuer. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over all securities held by the Sponsor.

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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