

THOMPSON W. JOSEPH  
Form 4  
December 19, 2018

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THOMPSON W. JOSEPH

2. Issuer Name and Ticker or Trading Symbol  
GIGA TRONICS INC [GIGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5990 GLEASON DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/19/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DUBLIN, CA 94568  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Disposed of (A) or (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) |
|---|--------------------------------------|--|--------------------------------|--|---|--|---|
| Common Stock - Restricted Share Award Agreement | 04/19/2018                           |  | A                              | V 75,000 A \$ 0  | 167,620 <sup>(1)</sup>  | D  |   |

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) |              |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|-----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date                          | Title        |     |
|  |  |                                      |  |                                |   |  |  |              |     |
|  |  |                                      |  |                                |   | Code   | V  | (A)          | (D) |
| Non-Qualified Stock Option (Right to buy)  | \$ 0.339   | 04/19/2018                           |  | A                              | 25,000  | 04/19/2019 <sup>(2)</sup>                                | 04/19/2028 <sup>(2)</sup>                | Common Stock |     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| THOMPSON W. JOSEPH<br>5990 GLEASON DRIVE<br>DUBLIN, CA 94568 |               | X         |         |       |

## Signatures

/s/ William J. Thompson by John R. Regazzi, attorney in fact  
 12/18/2018

\*\*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) Reported ownership excludes shares of preferred stock and common stock owned by Alara Capital as to which the reporting person disclaims beneficial ownership
- (2) The option becomes exercisable in four equal installments of 25% annually beginning April 19, 2018, until fully vested and will expire on April 19, 2028.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.