Regazzi John R
Form 4
April 03, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Regazzi John R

(Last) (First) (Middle)

5990 GLEASON DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (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			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Titl Under (Instr.

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series E Senior Convertible Voting Perpetual Preferred Stock	(1)	03/26/2018	A		2,000		03/26/2018	(9)	Com Sto
Non-Qualified Stock Option (2)	$ 1.64	03/30/2018	D			100,000	(4)	12/15/2021	Com Sto
Non-Qualified Stock Option (2)	$ 1.42	03/30/2018	D			99,750	(4)	08/22/2022	Com Sto
Non-Qualified Stock Option (2)	$ 1.65	03/30/2018	D			100,000	(4)	03/13/2023	Com Sto
Non-Qualified Stock Option	$ 0.33	03/30/2018(5)	A		100,000		12/15/2012(4)	12/15/2021	Com Sto
Non-Qualified Stock Option	$ 0.33	03/30/2018(6)	A		99,750		08/22/2013(4)	08/22/2022	Com Sto
Non-Qualified Stock Option	$ 0.33	03/30/2018(7)	A		100,000		03/13/2014(4)	03/13/2023	Com Sto
Option to acquire Common Stock	$ 0.33	03/30/2018	A		100,000		03/30/2019(3)	03/30/2028	Com Sto
Warrants	$ 1.15	03/26/2018	D			60,300	01/29/2016	01/29/2021	Com Sto
Warrants (8)	$ 0.25	03/26/2018	A		60,300		01/29/2016	01/29/2021	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regazzi John R 5990 GLEASON DRIVE DUBLIN, CA 94568	X		Chief Executive Officer	

Signatures

/s/ John R. Regazzi	04/02/2018
**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) Each Series E Share is initially convertible 1 into 100 shares of the Company's common stock.

(2) Existing options for 299,750 shares of common stock were amended to reduce the exercise price.

(3) Options vest on the following schedule: 25% of the Shares vest at the first anniversary of the Vesting Commencement Date and 1/48th of the Shares on each month thereafter.

(4) Options vest on the following schedule: 20% of the Shares vest at the first anniversary from the date of grant and 20% of the Shares on each successive anniversary thereafter.

(5) Original date of grant is 12/15/2011.

(6) Original date of grant is 8/22/2012.

(7) Original date of grant is 3/13/2013.

(8) Original date of issuance is 1/29/2016. Warrant is exercisable, in whole or in part by the Holder at any time but no later than the Expiration Date. Warrant transactions represent a repricing pursuant to negotiations with unrelated third party investors.

(9) Not applicable.

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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