

GIGA TRONICS INC  
Form 8-K  
March 12, 2019

THE 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): March 6, 2019

Giga-tronics Incorporated

(Exact name of registrant as specified in its charter)

California

0-12719

94-2656341

(State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer Identification Number)

5990 Gleason Drive, Dublin, CA

(Address of principal executive offices)

94568

(Zip Code)

Registrant's telephone number, including area code: (925) 328-4650

N/A

(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 6, 2019, Giga-tronics Incorporated (the “Company”) issued and sold 9,600 additional shares of its 6.0% Series E Senior Convertible Voting Perpetual Preferred Stock (“Series E Shares”) to approximately 8 investors in a private placement pursuant to a Securities Purchase Agreement.

The purchase price for each Series E Share was \$25.00, resulting in total gross proceeds of \$240,000. Emerging Growth Equities, Ltd. served as the Company’s exclusive placement agent in connection with the private placement. Fees payable to Emerging Growth Equities, Ltd. at completion of the transaction were 5% of gross proceeds. Proceeds to the Company after fees and expenses will be approximately \$228,000. The Company expects to use the proceeds for working capital and general corporate purposes.

The form of the Series Purchase Agreement was included as an exhibit to the Company’s Form 8-K filed on March 30, 2018 in which the Company reported its initial sale of Series E Shares. New investors purchasing Series E shares also signed the Investor Rights Agreement to which the other Series E shareholders are parties. There are now a total of 98,400 Series E Shares outstanding.

**Item 3.02 Unregistered Sales of Equity Securities.**

See Item 1.01 for a description of the Company’s unregistered sale of Series E Shares and a warrant to purchase common stock. The Company issued the securities described therein in reliance on the exemption from registration under Section 4(2) of the Securities Act of 1933. The Company intends to use the proceeds of the sale of Series E Shares for working capital purposes.

**Item 9.01 Financial Statements and Exhibits.**

Reference is made to the exhibits listed in the Exhibit Index included with this Form 8-K.

**Exhibit Index**

Exhibit

Number Description

- 3.1 Certificate of Determination for 6.0% Series E Senior Convertible Voting Perpetual Preferred Stock\*
- 3.2 Amendment to Certificate of Determination for 6.0% Series E Senior Convertible Voting Perpetual Preferred Stock\*\*
- 3.3 Amendment to Certificate of Determination for 6.0% Series E Senior Convertible Voting Perpetual Preferred Stock\*\*\*
- 10.1 Securities Purchase Agreement dated March 26, 2018 among the Company and the investors party thereto.\*
- 10.2 Investor Rights Agreement dated March 26, 2018 among the Company and the holders of Series E Shares.\*

\*Incorporated by reference to Exhibits 3.1, 10.1 and 10.2 to the Company's Form 8-K filed on March 30, 2018.

\*\*Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed on August 20, 2018

\*\*\*Incorporated by reference to Exhibit 3.3 to the Company's Form 8-K filed on November 27, 2018

**SIGNATURES**

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.

Date: March 12, 2019 GIGA-TRONICS INCORPORATED

By: /s/ Traci Mitchell

Traci Mitchell  
Corporate Controller and Principal Accounting Officer