

INITIAL STATEMENT OF 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 * Toscanini Arthur M. (Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150 (Street) SAN DIEGO, CA 92130 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2016	3. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,930	D	
Common Stock	166,358	I	See Footnote (1)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(2)	(2)	Common Stock	27,826	\$ (2)	I	See Footnote (1)
Series B Preferred Stock	(2)	(2)	Common Stock	82,416	\$ (2)	I	See Footnote (1)
Series C Preferred Stock	(2)	(2)	Common Stock	39,697	\$ (2)	I	See Footnote (1)
Series D Preferred Stock	(2)	(2)	Common Stock	25,537	\$ (2)	D	
Series D Preferred Stock	(2)	(2)	Common Stock	12,309	\$ (2)	I	See Footnote (1)
Series E Preferred Stock	(2)	(2)	Common Stock	9,360	\$ (2)	D	
Series F Preferred Stock	(2)	(2)	Common Stock	3,846	\$ (2)	D	
Series G Preferred Stock	(2)	(2)	Common Stock	8,322	\$ (2)	D	
Stock Option (Right to Buy)	(3)	01/24/2017	Common Stock	2,000	\$ 2.2	D	
Stock Option (Right to Buy)	(3)	12/10/2017	Common Stock	2,000	\$ 2.2	D	
Stock Option (Right to Buy)	(3)	03/17/2019	Common Stock	2,000	\$ 2.6	D	
Stock Option (Right to Buy)	(3)	12/03/2019	Common Stock	2,000	\$ 2.6	D	
Stock Option (Right to Buy)	(3)	01/18/2021	Common Stock	2,000	\$ 2.6	D	

Stock Option (Right to Buy)	(3)	06/12/2023	Common Stock	4,000	\$ 2.3	D	
Stock Option (Right to Buy)	(3)	05/12/2024	Common Stock	2,000	\$ 3.1	D	
Stock Option (Right to Buy)	(3)	06/11/2025	Common Stock	30,347	\$ 1.6	D	
Stock Option (Right to Buy)	(3)	05/24/2016	Common Stock	7,832	\$ 1.9	D	
Dividend Right	(4)	(4)	Common Stock	40,075	\$ (4)	D	
Dividend Right	(4)	(4)	Common Stock	33,972	\$ (4)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toscanini Arthur M. C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130	X			

Signatures

/s/ Arthur M. Toscanini 08/11/2016
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of common stock held by Gen 3 Partners, Inc. ("Gen 3 Partners"). Mr. Toscanini may be deemed to share beneficial ownership of the shares held by Gen 3 Partners in his capacity as a director of Gen 3 Partners. Mr. Toscanini disclaims such beneficial ownership extent to the extent of his pecuniary interest therein.
- (2) The preferred stock is convertible at any time, at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.
- (3) The option is fully vested.
- (4) The dividend rights are payable in cash or shares of common stock at the Issuer's election immediately upon the closing of the Issuer's initial public offering.

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.