

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 * GEN3 Capital Partners, LLC	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2016	3. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG]	
(Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) SAN DIEGO, CA 92130		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	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	217,602	I	See Footnotes (1) (2)

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

SEC 1473 (7-02)

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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	(3)	(3)	Common Stock	27,826	\$ (3)	I	By Gen 3 Partners, Inc. (2)
Series B Preferred Stock	(3)	(3)	Common Stock	82,416	\$ (3)	I	By Gen 3 Partners, Inc. (2)
Series C Preferred Stock	(3)	(3)	Common Stock	39,697	\$ (3)	I	By Gen 3 Partners, Inc. (2)
Series D Preferred Stock	(3)	(3)	Common Stock	12,309	\$ (3)	I	By Gen 3 Partners, Inc. (2)
Series E Preferred Stock	(3)	(3)	Common Stock	157,515	\$ (3)	I	By GEN3 Capital I, LP (2)
Series F Preferred Stock	(3)	(3)	Common Stock	96,899	\$ (3)	I	By GEN3 Capital I, LP (2)
Series G Preferred Stock	(3)	(3)	Common Stock	383,995	\$ (3)	I	By GEN3 Capital I, LP (2)
Dividend Right	(4)	(4)	Common Stock	33,972	\$ (4)	I	By Gen 3 Partners, Inc. (2)
Dividend Right	(4)	(4)	Common Stock	351,051	\$ (4)	I	By GEN3 Capital I, LP (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEN3 Capital Partners, LLC C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		

GEN3 Capital I L P C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		
GEN 3 PARTNERS INC C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		

Signatures

GEN3 Capital Partners, LLC By: /s/ Haydar Diab, Vice President	08/11/2016
<small>**Signature of Reporting Person</small>	Date
GEN3 Capital I, LP By: GEN3 Capital Partners, LLC, its general partner By: /s/ Haydar Diab, Vice President	08/11/2016
<small>**Signature of Reporting Person</small>	Date
Gen 3 Partners, Inc. By: /s/ Haydar Diab, Vice President	08/11/2016
<small>**Signature of Reporting Person</small>	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 51,244 shares of common stock held by GEN3 Capital I, LP ("GEN3 Capital") and 166,358 shares of common stock held by Gen 3 Partners, Inc. ("Gen 3 Partners").

(2) The general partner of GEN3 Capital is GEN3 Capital Partners, LLC ("GEN3 LLC"), and Jim K. Sims is the Managing Member of of GEN3 LLC. As a result, each of GEN3 LLC and Mr. Sims may be deemed to share beneficial ownership of the shares held by GEN3 Capital. Mr. Sims, Francis X. Egan, Arthur M. Toscanini and Michael Treacy may be deemed to share beneficial ownership of the shares held by Gen 3 Partners in their capacity as directors of Gen 3 Partners. Each of the individuals and entities listed herein disclaims such beneficial ownership extent to the extent of his or its pecuniary interest therein.

(3) 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.

(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.

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