

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN 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

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 * GEN3 Capital Partners, LLC		2. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)						
(Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150		3. Date of Earliest Transaction (Month/Day/Year) 08/17/2016								
(Street) SAN DIEGO, CA 92130		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person						
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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			
Common Stock	08/17/2016		C		1,185,680	A	\$ 0	1,403,282	I	See Footnotes (1) (2)

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 (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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series A Preferred Stock	(3)	08/17/2016		C		157,250		(3)	(3)	Common Stock 27,826	\$ 0	0	I	By Gen 3 Partners, Inc. (2)
Series B Preferred Stock	(4)	08/17/2016		C		454,942		(4)	(4)	Common Stock 82,416	\$ 0	0	I	By Gen 3 Partners, Inc. (2)
Series C Preferred Stock	(5)	08/17/2016		C		341,000		(5)	(5)	Common Stock 39,697	\$ 0	0	I	By Gen 3 Partners, Inc. (2)
Series D Preferred Stock	(6)	08/17/2016		C		123,098		(6)	(6)	Common Stock 12,309	\$ 0	0	I	By Gen 3 Partners, Inc. (2)
Series E Preferred Stock	(6)	08/17/2016		C		1,575,158		(6)	(6)	Common Stock 157,515	\$ 0	0	I	By GEN3 Capital I, LP (2)
Series F Preferred Stock	(6)	08/17/2016		C		968,999		(6)	(6)	Common Stock 96,899	\$ 0	0	I	By GEN3 Capital I, LP (2)

Series G Preferred Stock	<u>(6)</u>	08/17/2016		C		3,839,979	<u>(6)</u>	<u>(6)</u>	Common Stock	383,995	\$ 0	0	I	By GEN3 Capital I, LP <u>(2)</u>
Dividend Right	<u>(7)</u>	08/17/2016		C		33,972	<u>(7)</u>	<u>(7)</u>	Common Stock	33,972	\$ 0	0	I	By Gen 3 Partners, Inc. <u>(2)</u>
Dividend Right	<u>(7)</u>	08/17/2016		C		351,051	<u>(7)</u>	<u>(7)</u>	Common Stock	351,051	\$ 0	0	I	By GEN3 Capital I, LP <u>(2)</u>

## 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	08/19/2016
<small>**Signature of Reporting Person</small>	Date
GEN3 Capital I, LP By: GEN3 Capital Partners, LLC By: /s/ Haydar Diab, Vice President	08/19/2016
<small>**Signature of Reporting Person</small>	Date
Gen 3 Partners, Inc. By: /s/ Haydar Diab, Vice President	08/19/2016
<small>**Signature of Reporting Person</small>	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) Represents 1,040,704 shares of common stock held by GEN3 Capital I, LP ("GEN3 Capital") and 362,578 shares of common stock held by Gen 3 Partners, Inc. ("Gen 3 Partners").

The general partner of GEN3 Capital is GEN3 Capital Partners, LLC ("GEN3 LLC"), and Jim K. Sims is the Managing Member 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.

(2) The Series A Preferred Stock is convertible at any time, at the holder's election and has no expiration date. The Series A Preferred Stock automatically converted into common stock on an approximately 1-to-0.177 split-adjusted basis upon the closing of the Issuer's initial public offering.

(3) The Series B Preferred Stock is convertible at any time, at the holder's election and has no expiration date. The Series B Preferred Stock automatically converted into common stock on an approximately 1-to-0.181 split-adjusted basis upon the closing of the Issuer's initial public offering.

(4) The Series C Preferred Stock is convertible at any time, at the holder's election and has no expiration date. The Series C Preferred Stock automatically converted into common stock on an approximately 1-to-0.116 split-adjusted basis upon the closing of the Issuer's initial public offering.

(5) The preferred stock is convertible at any time, at the holder's election and has no expiration date. The preferred stock automatically converted into common stock on an approximately 1-to-0.100 split-adjusted basis upon the closing of the Issuer's initial public offering.

(6) The dividend rights were paid in shares of the Issuer's common stock at the Issuer's election immediately upon the closing of the Issuer's initial public offering.

(7) The preferred stock is convertible at any time, at the holder's election and has no expiration date. The preferred stock automatically converted into common stock on an approximately 1-to-0.100 split-adjusted basis 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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