

FORM 4

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

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).

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

(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) Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150		3. Date of Earliest Transaction (Month/Day/Year) 07/24/2017			
(Street) SAN DIEGO, CA 92130		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _____ Form filed by More than One Reporting Person <input checked="" type="checkbox"/>	
(City) (State) (Zip)		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			
Common Stock	07/24/2017		J ⁽¹⁾		11,235	D	\$ 0	1,070,771	I	See Footnotes (2) (3)

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)		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	Date Exercisable	Expiration Date					

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.		X		

3611 VALLEY CENTRE DRIVE SUITE 150
SAN DIEGO, CA 92130

Signatures

GEN3 Capital Partners, LLC, By: /s/ Haydar Diab, Vice President

--Signature of Reporting Person

07/26/2017

Date

GEN3 Capital I, LP, By: GEN3 Capital Partners, LLC, By: /s/ Haydar Diab, Vice President

--Signature of Reporting Person

07/26/2017

Date

Gen 3 Partners, Inc., By: /s/ Haydar Diab, Vice President

--Signature of Reporting Person

07/26/2017

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 a distribution in-kind to certain shareholders of Gen 3 Partners, Inc. ("Gen 3 Partners") for no value.

(2) Represents 1,043,464 shares of common stock held by GEN3 Capital I, LP ("GEN3 Capital") and 27,307 shares of common stock held by Gen 3 Partners.

(3) 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 except to the extent of his or its pecuniary interest therein.

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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