
**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): **June 22, 2022**

AIRGAIN, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

**3611 Valley Centre Drive
Suite 150
San Diego, California**
(Address of Principal Executive Offices)

001-37851
(Commission File Number)

95-4523882
(IRS Employer
Identification No.)

92130
(Zip Code)

Registrant's Telephone Number, Including Area Code: 760-579-0200

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	AIRG	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Airgain, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders on June 22, 2022 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders considered four proposals, each of which is described briefly below and in more detail in the Company’s definitive proxy statement dated May 2, 2022 (the “Proxy Statement”). The final voting results for each proposal are set forth below.

Proposal 1 – To elect the following directors to serve as Class III directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders.

Nominee	For	Withheld	Broker Non-Votes
Jacob Suen	3,925,285	1,778,207	3,317,568
Kiva A. Allgood	3,887,933	1,815,559	3,317,568
Thomas A. Munro	3,104,603	2,598,889	3,317,568

In accordance with the above results each nominee was elected to serve as a director.

Proposal 2 – To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022.

For	Against	Abstain	Broker Non-Votes
9,015,668	2,348	3,044	-

In accordance with the above results, the selection of Grant Thornton LLP was ratified.

Proposal 3 – To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement.

For	Against	Abstain	Broker Non-Votes
3,095,628	2,590,244	17,620	3,317,568

In accordance with the above results, the compensation of the Company’s named executive officers was approved on a non-binding, advisory basis.

Proposal 4 – To vote, on a non-binding, advisory basis, on the frequency of future advisory votes regarding the compensation of the Company’s named executive officers.

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
5,482,309	3,236	189,351	28,596	3,317,568

In accordance with the above results, the stockholders’ recommendation is that advisory votes regarding the compensation of the Company’s named executive officers should occur every year.

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.

AIRGAIN, INC.

Date: June 24, 2022

By: /s/ Jacob Suen
Name: Jacob Suen
Title: President and Chief Executive Officer
