

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**The Securities Act of 1933**

**AIRGAIN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**95-4523882**

(IRS Employer Identification No.)

**3611 Valley Centre Drive, Suite 150**  
**San Diego, CA 92130**

(Address of principal executive offices) (Zip code)

**Airgain, Inc. 2021 Employment Inducement Incentive Award Plan**  
(Full title of the plan)

**Jacob Suen**  
**President and Chief Executive Officer**  
**Airgain, Inc.**  
**3611 Valley Centre Drive, Suite 150**  
**San Diego, CA 92130**  
**(760) 579-0200**

(Name, address and telephone number,  
including area code, of agent for service)

*With a copy to:*  
**Matthew T. Bush**  
**Latham & Watkins LLP**  
**12670 High Bluff Drive**  
**San Diego, CA 92130**  
**(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act of 1934. (Check one):

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☒

Smaller reporting company

☒

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 7(a)(2)(B) of the Securities Act. ☐

**Proposed sales to take place as soon after the effective date of this Registration Statement**  
**as awards granted under the above-named plan are granted, exercised and/or distributed.**

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 400,000 shares of common stock of Airgain, Inc. (the "Registrant") issuable under the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan (the "Plan").

Pursuant to General Instruction E of Form S-8, the contents of the prior registration statements on Form S-8, File Nos. [333-253845](#) and [333-268419](#), previously filed with the Securities and Exchange Commission ("SEC") respect to the Plan, are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

*In this Registration Statement, Airgain, Inc. is sometimes referred to as "Registrant," "we," "us" or "our."*

#### Item 3. Incorporation of Documents by Reference

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the SEC on February 27, 2025;
- (b) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 27, 2025, from the Registrant's Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 29, 2025;
- (c) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025, filed with the SEC on [May 7, 2025](#) and August 6, 2025, respectively;
- (d) The Registrant's Current Reports on Form 8-K filed with the SEC on [January 7, 2025](#), [June 13, 2025](#) and [July 16, 2025](#); and
- (e) The description of the Registrant's common stock contained in the Registrant's registration statement on [Form 8-A12B](#) (Registration No. 001-37851), filed with the SEC on August 3, 2016, as updated by [Exhibit 4.3](#) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 21, 2022, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

#### Item 8. Exhibits

Exhibit No.	Description	Where Located
4.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	Incorporated by reference to our Current Report on Form 8-K, filed with the SEC on August 17, 2016
4.2	<a href="#">Amended and Restated Bylaws, effective as of February 1, 2023</a>	Incorporated by reference to our Current Report on Form 8-K, filed with the SEC on February 6, 2023
4.3	<a href="#">Specimen stock certificate evidencing the shares of common stock</a>	Incorporated by reference to Amendment No. 1 to our Registration Statement on Form S-1 (Registration No. 333- 212542), filed with the SEC on July 29, 2016
4.4	<a href="#">Description of Registered Securities</a>	Incorporated by reference to our Annual Report on Form 10-K, filed with the SEC on March 21, 2022
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>	Filed herewith
10.1*	<a href="#">Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Incorporated by reference to our Annual Report on Form 10-K, filed with the SEC on March 20, 2023
10.2*	<a href="#">Amendment to the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Incorporated by reference to our Registration Statement on Form S-8 (File No. 333-268419), filed with the SEC on November 16, 2022
10.3*	<a href="#">Amendment to the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Filed herewith
10.4*	<a href="#">Form of Stock Option Agreement under the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Incorporated by reference to our Annual Report on Form 10-K, filed with the SEC on February 19, 2021
10.5*	<a href="#">Form of Restricted Stock Unit Agreement under the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Incorporated by reference to our Registration Statement on Form S-8 (File No. 333-268419), filed with the SEC on November 16, 2022
10.6*	<a href="#">Form of Performance Stock Unit Agreement under the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan</a>	Incorporated by reference to our Registration Statement on Form S-8 (File No. 333-268419), filed with the SEC on November 16, 2022
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>	Filed herewith
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1 hereto)</a>	Filed herewith
24.1	<a href="#">Power of Attorney (see signature page)</a>	Filed herewith
107	<a href="#">Filing Fee Table</a>	Filed herewith

\* Indicates a contract, compensatory plan or arrangement in which our directors or executive officers are eligible to participate.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on August 6, 2025.

### AIRGAIN, INC.

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

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Jacob Suen and Michael Elbaz, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Jacob Suen</u> <b>Jacob Suen</b>	President, Chief Executive Officer, and Director (principal executive officer)	August 6, 2025
<u>/s/ Michael Elbaz</u> <b>Michael Elbaz</b>	Chief Financial Officer and Secretary (principal financial and accounting officer)	August 6, 2025
<u>/s/ James K. Sims</u> <b>James K. Sims</b>	Chairman of the Board of Directors	August 6, 2025
<u>/s/ Kiva A. Allgood</u> <b>Kiva A. Allgood</b>	Director	August 6, 2025
<u>/s/ Tzau-Jin Chung</u> <b>Tzau-Jin Chung</b>	Director	August 6, 2025
<u>/s/ Joan H. Gillman</u> <b>Joan H. Gillman</b>	Director	August 6, 2025
<u>/s/ Thomas A. Munro</u> <b>Thomas A. Munro</b>	Director	August 6, 2025
<u>/s/ Arthur M. Toscanini</u> <b>Arthur M. Toscanini</b>	Director	August 6, 2025

Opinion of Latham & Watkins LLP

August 6, 2025

Airgain, Inc.  
3611 Valley Centre Drive, Suite 150  
San Diego, CA 92130

Re: Registration Statement on Form S-8; 400,000 Shares of Common Stock, par value \$0.0001 per share

To the addressees set forth above:

We have acted as special counsel to Airgain, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of an aggregate of 400,000 shares of common stock, \$0.0001 par value per share (the "Shares"), of the Company, pursuant to the Company's 2021 Employment Inducement Incentive Award Plan (the "Inducement Plan"). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on August 6, 2025 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate most recently filed as an exhibit to the Registration Statement have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Inducement Plan for legal consideration in excess of par value, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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**AMENDMENT TO THE  
AIRGAIN, INC. 2021 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN**

THIS AMENDMENT TO THE AIRGAIN, INC. 2021 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN (this "**Amendment**"), effective as of July 15, 2025, is made and adopted by Airgain, Inc., a Delaware corporation (the "**Company**"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan (as defined below).

**RECITALS**

WHEREAS, the Company maintains the Airgain, Inc. 2021 Employment Inducement Incentive Award Plan(as amended from time to time, the "**Plan**");

WHEREAS, pursuant to Section 10.5 of the Plan, the Plan may be amended by the Administrator of the Plan at any time;

WHEREAS, the Compensation Committee of the Company's Board of Directors (the "**Board**") is the Administrator of the Plan;

WHEREAS, pursuant to Section 3.1 of the Plan, the Board may re-vest administrative authority over the Plan to itself at any time;

WHEREAS, the Board has re-vested itself administrative authority over the Plan solely with respect to and for purposes of approving this Amendment and, pursuant to such authority, adopted and approved this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the Company hereby amends the Plan as follows:

1. Section 11.28 of the Plan is hereby amended and restated in its entirety to read as follows:  
"11.28 **'Overall Share Limit'** means 1,100,000 Shares."
  2. This Amendment shall be and is hereby incorporated in and forms a part of the Plan.
  3. Except as expressly provided herein, all other terms and provisions of the Plan shall remain unchanged and in full force and effect.  
*[Remainder Intentionally Left Blank]*
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IN WITNESS WHEREOF, I hereby certify that this Amendment was duly adopted by the Board of Directors of Airgain, Inc. on July 15, 2025.

Airgain, Inc.

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

Date: July 15, 2025

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**Consent of Independent Registered Public Accounting Firm**

We have issued our report dated February 27, 2025 with respect to the consolidated financial statements of Airgain, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2024, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP

San Diego, California  
August 6, 2025

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**Calculation of Filing Fee Table**  
**Form S-8**  
**(Form Type)**  
**Airgain, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**  
**Table 1—Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value	Rules 457(c) and 457(h)	400,000 (2)	\$4.43	\$1,772,000 (3)	\$0.0001531	\$271.29
Total Offering Amounts					\$1,772,000		\$271.29
Total Fee Offsets (4)							\$0
Net Fee Due							\$271.29

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers an indeterminate number of additional shares of common stock of Airgain, Inc. (the "Registrant") that may be issued pursuant to the Registrant's 2021 Employment Inducement Incentive Award Plan (the "Plan") as a result of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Represents 400,000 shares of the Registrant's common stock available for issuance pursuant to awards that may be granted under the Plan pursuant to the second amendment to the Plan.
- (3) Estimated in accordance with Rule 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The maximum price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Capital Market on August 1, 2025, which date is within five business days prior to filing this Registration Statement.
- (4) The Registrant does not have any fee offsets.