

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 * Kordyback Frances		2. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" 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 checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	08/17/2016		C		1,212,556	A	\$ 0	1,270,779	I	See footnote (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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						Title
Series E Preferred Stock	(2)	08/17/2016		C		2,730,059		(2)	(2)	Common Stock	273,005	\$ 0	0	I	See footnote (1)
Series F Preferred Stock	(2)	08/17/2016		C		769,230		(2)	(2)	Common Stock	76,923	\$ 0	0	I	See footnote (1)
Series G Preferred Stock	(2)	08/17/2016		C		4,159,168		(2)	(2)	Common Stock	415,913	\$ 0	0	I	See footnote (1)
Dividend Right	(3)	08/17/2016		C		446,715		(3)	(3)	Common Stock	446,715	\$ 0	0	I	See footnote (1)

Reporting Owners

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

Signatures

/s/ Frances Kordyback

08/19/2016

Signature of Reporting Person

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) See Exhibit 99.1; Note 1.

(2) See Exhibit 99.1; Note 2.

(3) See Exhibit 99.1; Note 3.

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Explanation of Responses:

- (1) Represents shares held by Northwater Intellectual Property Fund L.P. 1, a Delaware limited partnership ("NIP LP 1"). Northwater Capital Inc., a corporation formed under the laws of the Province of Ontario ("NCI") is the direct parent of Northwater Capital Management Inc., a corporation formed under the laws of the Province Ontario ("NCMI"), which is the manager of NIP LP 1. Ms. Kordyback may be deemed to share beneficial ownership of the shares held by NIP LP 1 in her capacity as Managing Director of NCMI. Ms. Kordyback disclaims such beneficial ownership except to the extent of her pecuniary interest therein.
- (2) 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.
- (3) 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.