
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 7, 2016

AIRGAIN, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37851
(Commission
File Number)

20-0281763
(IRS Employer
Identification No.)

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

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 (*see* General Instruction A.2. below):

- .. 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))
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Item 7.01 Regulation FD Disclosure

On September 7, 2016, Airgain, Inc.'s management will be attending the Liolios 2016 Gateway Conference in San Francisco, CA, and will present the corporate slide presentation attached as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference, at the conference as well in meetings with investors and other parties during the conference.

Airgain will webcast the presentation live and archive it for 60 days in the Investor Relations section of its website at investors.airgain.com. The information set forth in this Item 7.01 is being furnished pursuant to Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly provided by specific reference in such a filing.

By filing this Current Report on Form 8-K and furnishing the information in this Item 7.01, Airgain makes no admission as to the materiality of Item 7.01 in this report or the presentation available on Airgain's website. The information contained in the presentation is summary information that is intended to be considered in the context of Airgain's filings with the Securities and Exchange Commission (the "SEC") and other public announcements that Airgain makes, by press release or otherwise, from time to time. Airgain undertakes no duty or obligation to publicly update or revise the information contained in this Item, although it may do so from time to time as its management believes is appropriate or as required by applicable law. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases, by updating its website or through other public disclosure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide Presentation

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: September 7, 2016

By: /s/ Leo Johnson

Name: Leo Johnson

Title: Chief Financial Officer and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide Presentation



Airgain™)))

NASDAQ: AIRG

A Leading Provider of Embedded Antenna Technologies

Corporate Presentation

September 2016

Important Cautions Regarding Forward-Looking Statements

This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation, including statements regarding our future operating results, financial position and cash flows, our business strategy and plans and our objectives for future operations are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "believe," "may," "will," "estimate," "continue," "anticipate," "plan," "target," "project," "contemplate," "predict," "potential," "would," "could," "should," "intend" and "expect" or the negative of these terms or other similar expressions. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include, without limitation: the market for our antenna products is developing and may not develop as we expect; our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or our guidance; our products are subject to intense competition, including competition from the customers to whom we sell, and competitive pressures from existing and new companies may harm our business, sales, growth rates and market share; our future success depends on our ability to develop and successfully introduce new and enhanced products for the wireless market that meet the needs of our customers; our business is characterized by short product development windows and short product lifecycles; we sell to customers who are extremely price conscious, and a few customers represent a significant portion of our sales, and if we lose any of these customers, our sales could decrease significantly; we rely on a few contract manufacturers to produce and ship all of our products, a single or limited number of suppliers for some components of our products and channel partners to sell and support our products, and the failure to manage our relationships with these parties successfully could adversely affect our ability to market and sell our products; if we cannot protect our intellectual property rights, our competitive position could be harmed or we could incur significant expenses to enforce our rights; our international sales and operations subject us to additional risks that can adversely affect our operating results and financial condition; and other risks described in our filings with the Securities and Exchange Commission (SEC), including under the heading "Risk Factors." You are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date hereof, and we undertake no obligation to revise or update this presentation to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, which is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk.

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Airgain: Key Stats

Stock Price (9/1/16)	\$11.86	Total Revenue (TTM-EST)	\$34.3M
52 Week Low-High	\$7.36-\$12.23	Gross Profit (TTM-EST)	\$14.8M
Avg. Vol. (3 mo.)	459,513	Adjusted EBITDA (1H 2016-EST) ⁽¹⁾	\$1.6M
Shares Outstanding	7.6M	EV/Revenue (TTM-EST)	2.2x
Free Float (est.)	5.3M	Cash and Investments (mrq)	\$4.0M
Insider Holdings (est.)	7%	Total Assets (mrq)	\$13.6M
Institutional Holdings	18%	Working Capital (mrq)	\$1.7M
Market Cap	\$89.7M	Current Ratio (mrq)	1.3 x
Enterprise Value	\$75.1M		
Founded	1995		
IPO	2016		
Full-time U.S. Employees	33		

Data source: Yahoo Finance¹, Capital IQ
 Mrq = March 31, 2016
 (1) See reconciliation on slide 19

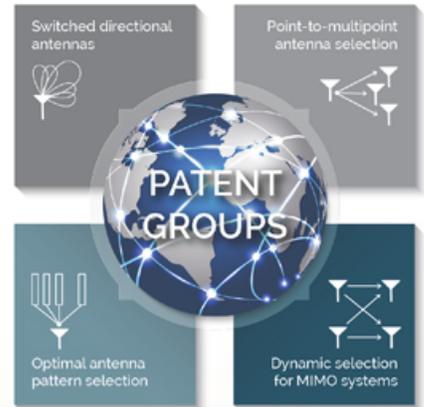


Who We Are

Airgain))

NASDAQ:AIRG

- Airgain is a leader in high performance, integrated solutions for next generation wireless networking
- Design, integrate, test and deliver high-performance embedded radio frequency (RF) and antenna technology
- 125M devices enabled in the market
- Profitable company with 10+ years of device/chipset performance data and diverse partner and revenue base
- 162 patents and applications worldwide as of July 27, 2016



Blue Chip Customers

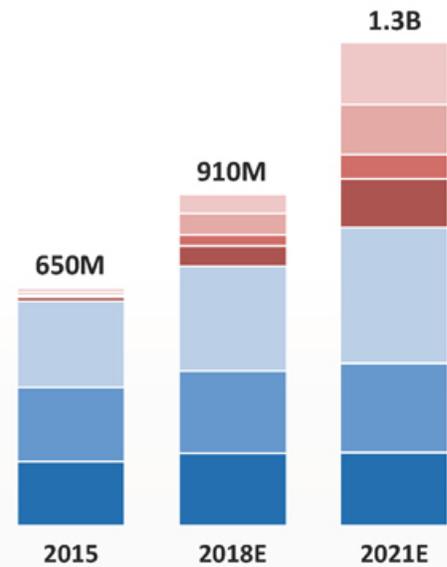


Evolving & Growing Addressable Market

- Increased complexity within RF technology further strengthens Airgain's value
- Device proliferation in emerging segments presents attractive high growth opportunity

	Category	CAGR ¹
Emerging Segments	Industrial & Other	59%
	Wearables Healthcare Devices	46%
	Automotive	46%
	Smart Home IOT	42%
Mature Segments	Connected Home	8%
	Networking	3%
	Mobile Devices	1%

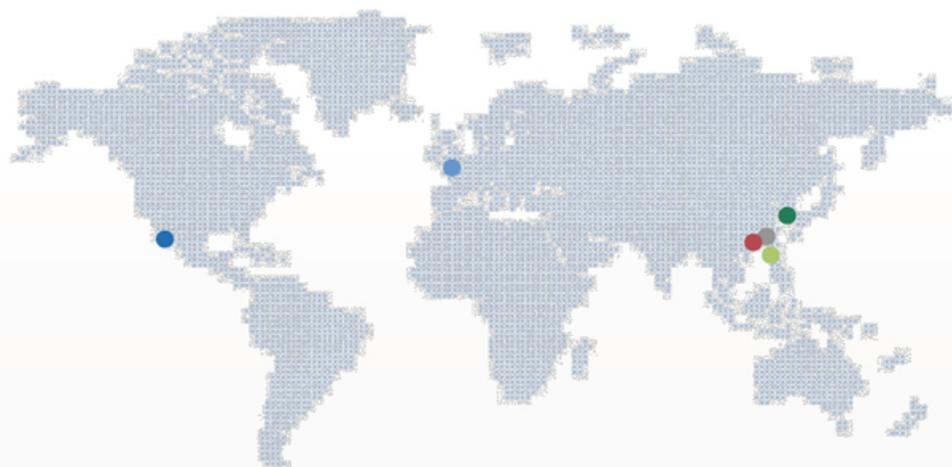
Devices Sold



Source: ABI Research Wi-Fi Market Data Q2 2016, Excludes Cellular and PC's (not presently addressed by Airgain)
(1) Based on projected device sales for the period 2016 – 2021E

- Our global presence is paramount to our success
- Customer support across sales, design, supply chain and delivery are unique to Airgain
- Regional presence includes sales, design, integration and technical support

- San Diego, USA
Headquarters Sales & Design Offices
- London, UK
Sales & Design Office
- Shenzhen, China
Sales & Design Offices
- Suzhou, China
Sales & Design Office
- Taipei, Taiwan
Sales Offices
- Seoul, South Korea
Sales Office



Airgain's Critical Position in Value Chain

Client	Carriers
Objective	Influence
Key Accounts	



Client	Chipset Suppliers
Objective	Partner
Key Accounts	

Client	OEMs & ODMs	
Objective	Engage	
Key Accounts	OEMs 	ODMs 

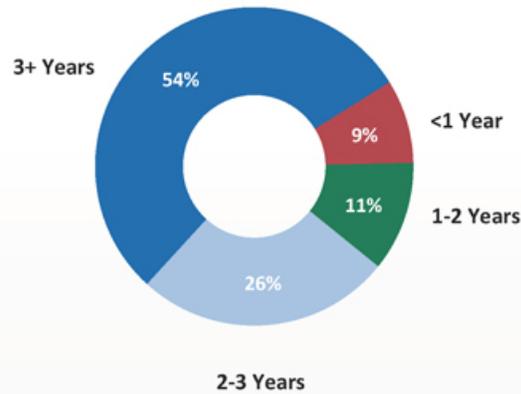
Strengthened Financial Position

- Diversified, broad base of blue chip customers driving consistent revenue growth
- Long product life cycles allow for predictable revenue streams

Well-Positioned for Growth

- Asset light operating model utilizing third-party, contract manufacturing
- Product suite well positioned within high growth segments
- Highly scalable platform for organic and inorganic growth

- Strong recurring revenue cycle due to typically long customer product lifecycles
- Avg. relationship from revenue generating customers was 2+ years in 2015

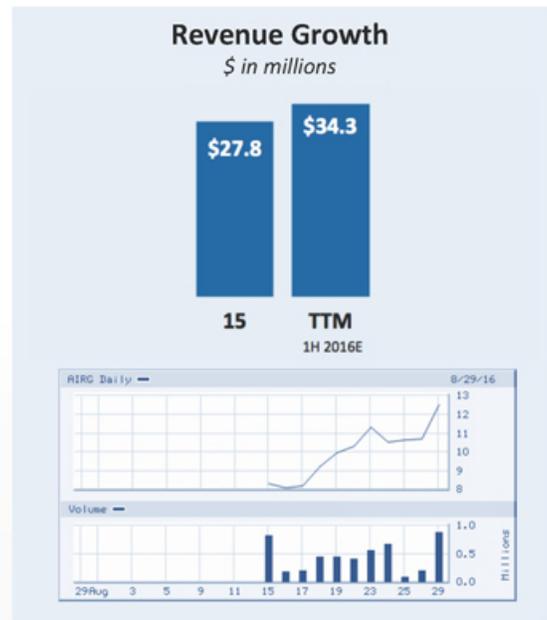


(1) Analysis based on actual revenues generated between 2012 and 2015

- **Favorable Market Tailwinds**
 - 802.11ac wireless networking standard requires more antennas per device & natural replacement cycle
- **Create Additional Pull from Carriers**
 - Demonstrate continued ROI of solutions to drive adoption
- **Geographical Expansion**
- **Leverage Wins in Emerging Devices: Smart TV, Smart metering, IOT**
- **New Market Expansion:** automotive, enterprise and small cell
- **New Products:** SaaS-based Wi-Fi monitoring solution for carriers



- **Leader in high performance antenna solutions** for next-gen wireless networking
- **Growing addressable market**, driven by proliferation of Wi-Fi connected devices and streaming video
- **Compelling business model** with history of predictable revenue growth and profitability
- **Strong outlook** for growth and market share expansion
- **Well-protected technology position** with 69 patents issued and 93 pending as of July 27, 2016
- **Seasoned management team** with 20+ years of average industry experience



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CEO & President

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Airgain™)))

Appendix

Adjusted EBITDA Reconciliation

Airgain))

NASDAQ:AIRG

Reconciliation of Net Income (loss) to Adjusted EBITDA

	Year Ended		Six Months Ended	
	Dec 31, 2014	Dec 31, 2015	June 30, 2015	June 30, 2016 (estimate)
(in thousands)				
Net Income (loss)	3,588	(270)	(200)	1,400
Stock-based compensation expense	658	342	300	100
Depreciation and amortization	372	473	200	400
Non-recurring expenses	910	732	-	-
Interest and other expense (income)	(2,744)	(61)	(200)	(300)
Provision for income taxes	6	1	-	-
Adjusted EBITDA	\$2,790	\$1,216	\$ 100	\$ 1,600