
**UNITED STATES
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)

20-0281763
(I.R.S. Employer
Identification No.)

3611 Valley Centre Drive, Suite 150
San Diego, CA 92130
(760) 579-0020
(Address of Principal Executive Offices)

AIRGAIN, INC. 2003 EQUITY INCENTIVE PLAN
AIRGAIN, INC. 2013 EQUITY INCENTIVE PLAN
AIRGAIN, INC. 2016 INCENTIVE AWARD PLAN
AIRGAIN, INC. 2016 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plans)

Charles Myers
President and Chief Executive Officer
Airgain, Inc.
3611 Valley Centre Drive, Suite 150
San Diego, CA 92130
(760) 579-0020
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Matthew T. Bush
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.0001 par value	1,324,523 shares(2)	\$14.55(3)	\$19,271,810	\$1,941
Common stock, \$0.0001 par value	126,550 shares(4)	\$2.43(5)	\$307,517	\$31
Common stock, \$0.0001 par value	984,192 shares(6)	\$1.96(7)	\$1,929,017	\$195
Common stock, \$0.0001 par value	250,000 shares(8)	\$14.55(3)	\$3,637,500	\$367
Total	2,685,265 shares	—	\$25,145,844	\$2,534

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also registers an indeterminate number of additional shares that may be issued pursuant to the above-named plans as the 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 our outstanding shares of common stock.
- (2) Represents 1,324,523 shares of common stock available for future issuance under the Airgain, Inc. 2016 Incentive Award Plan (the “2016 Plan”), which number consists of (a) 300,000 shares of common stock initially available for future grants under the 2016 Plan, (b) 424,523 shares of common stock available for future issuance under the Airgain, Inc. 2013 Equity Incentive Plan (the “2013 Plan”) as of the effective date of the 2016 Plan, which shares will be available for future issuance under the 2016 Plan, and (c) up to an additional 600,000 shares of common stock that may become issuable under the 2016 Plan pursuant to its terms. To the extent outstanding awards under the 2013 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the 2016 Plan. See footnote 6 below.
- (3) This estimate is made pursuant to Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The computation is based upon the average of the high and low prices of Airgain, Inc. common stock as reported on the Nasdaq Capital Market on September 19, 2016.
- (4) Represents 126,550 shares of common stock subject to outstanding awards under Airgain, Inc. 2003 Equity Incentive Plan (the “2003 Plan”) as of the effective date of the 2016 Plan.
- (5) This estimate is made pursuant to Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$2.43 per share, which is the weighted average exercise price of outstanding awards granted under the 2003 Plan.
- (6) Represents 984,192 shares of common stock subject to outstanding awards under the 2013 Plan. To the extent outstanding awards under the 2013 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the 2016 Plan. See footnote 2 above.
- (7) This estimate is made pursuant to Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$1.96 per share, which is the weighted average exercise price of outstanding awards granted under the 2013 Plan.
- (8) Represents 250,000 shares of common stock available for future issuance under the Airgain, Inc. 2016 Employee Stock Purchase Plan (the “ESPP”), which number consists of (a) 100,000 shares of common stock initially available for future grants under the ESPP, and (b) up to an additional 150,000 shares of common stock that may become issuable under the ESPP pursuant to its terms.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named plans are granted, exercised and/or distributed.

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. 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 Securities and Exchange Commission ("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 prospectus filed by the Registrant with the SEC pursuant to Rule 424(b) under the Securities Act, on August 12, 2016 relating to the registration statement on Form S-1, as amended (Registration No. 333-212542), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) Our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed with the SEC on September 21, 2016;
- (c) Our Current Report on Form 8-K filed with the SEC on August 17, 2016; and
- (d) The description of the Registrant's common stock set forth in the Registrant's registration statement on Form 8-A12B (Registration No. 001-37851), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on August 3, 2016, 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 Exchange Act 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.

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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Our amended and restated certificate of incorporation and our amended and restated bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law, which prohibits our amended and restated certificate of incorporation from limiting the liability of our directors for the following:

- any breach of the director's duty of loyalty to us or our stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or unlawful stock repurchases or redemptions; or
- any transaction from which the director derived an improper personal benefit.

Our amended and restated certificate of incorporation and our amended and restated bylaws also provide that if Delaware law is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law, as so amended. This limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Our amended and restated certificate of incorporation and our amended and restated bylaws also provide that we shall have the power to indemnify our employees and agents to the fullest extent permitted by law. Our amended and restated bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in this capacity, regardless of whether our amended and restated bylaws would permit indemnification. We have obtained directors' and officers' liability insurance.

We have entered into separate indemnification agreements with our directors and executive officers, in addition to indemnification provided for in our amended and restated certificate of incorporation and amended and restated bylaws. These agreements, among other things, provide for indemnification of our directors and executive officers for expenses, judgments, fines and settlement amounts incurred by this person in any action or proceeding arising out of this person's services as a director or executive officer or at our request. We believe that these provisions in our amended and restated certificate of incorporation and amended and restated bylaws and indemnification agreements are necessary to attract and retain qualified persons as directors and executive officers.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and our stockholders. A stockholder's investment may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. There is no pending litigation or proceeding naming any of our directors or officers as to which indemnification is being sought, nor are we aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index on page 5 is incorporated herein by reference as the list of exhibits required as part of this registration statement.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement,

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement, relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 September 23, 2016.

AIRGAIN, INC.

By: /s/ Charles Myers

Charles Myers
President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Charles Myers and Leo Johnson, jointly and severally, his attorneys-in-fact, each with the full power of substitution, for him in any and all capacities, to sign this registration statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles Myers</u> Charles Myers	President, Chief Executive Officer and Director (Principal Executive Officer)	September 23, 2016
<u>/s/ Leo Johnson</u> Leo Johnson	Chief Financial Officer (Principal Financial and Accounting Officer)	September 23, 2016
<u>/s/ Jim K. Sims</u> Jim K. Sims	Chairman of the Board of Directors	September 23, 2016
<u>/s/ Francis X. Egan</u> Francis X. Egan	Director	September 23, 2016
<u>/s/ Frances Kordyback</u> Frances Kordyback	Director	September 23, 2016
<u>/s/ Thomas A. Munro</u> Thomas A. Munro	Director	September 23, 2016
<u>/s/ Arthur M. Toscanini</u> Arthur M. Toscanini	Director	September 23, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference File No.</u>	<u>Reference Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
4.1	Amended and Restated Certificate of Incorporation	S-1/A	333-212542	3.2	7/29/2016	
4.2	Amended and Restated Bylaws	S-1/A	333-212542	3.4	7/29/2016	
4.3	Specimen stock certificate evidencing the shares of common stock	S-1/A	333-212542	4.1	7/29/2016	
5.1	Opinion of Latham & Watkins LLP					X
10.1	Airgain, Inc. 2003 Equity Incentive Plan	S-1	333-212542	10.5	7/15/2016	
10.2	Form of Stock Option Agreement under the Airgain, Inc. 2003 Equity Incentive Plan	S-1	333-212542	10.6	7/15/2016	
10.3	Airgain, Inc. 2013 Equity Incentive Plan	S-1	333-212542	10.7	7/15/2016	
10.4	Form of Stock Option Grant Notice and Stock Option Agreement under the Airgain, Inc. 2013 Equity Incentive Plan	S-1	333-212542	10.8	7/15/2016	
10.5	Airgain, Inc. 2016 Incentive Award Plan	S-1/A	333-212542	10.10	7/29/2016	
10.6	Form of Stock Option Agreement under the Airgain, Inc. 2016 Incentive Award Plan	S-1/A	333-212542	10.11	7/29/2016	
10.7	Airgain, Inc. 2016 Employee Stock Purchase Plan	S-1/A	333-212542	10.12	7/29/2016	
23.1	Consent of KPMG LLP, independent registered public accounting firm					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (see signature page)					X

LATHAM & WATKINS^{LLP}

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September 23, 2016

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

Re: Registration Statement on Form S-8; 2,685,265 Shares of Common Stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Airgain, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of an aggregate of 2,685,265 shares of common stock, \$0.0001 par value per share (the “*Shares*”), of the Company, pursuant to the Company’s 2016 Incentive Award Plan (the “*2016 Plan*”), the Company’s 2013 Equity Incentive Plan (the “*2013 Plan*”), the Company’s 2003 Equity Incentive Plan (the “*2003 Plan*”) and the Company’s 2016 Employee Stock Purchase Plan (the “*ESPP*,” and together with the 2013 Plan, the 2003 Plan and the ESPP, the “*Plans*”). 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 September 23, 2016 (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 issue 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 filed as an exhibit to the Company’s Registration Statement on Form S-1) have been

LATHAM & WATKINS LLP

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 Plans against requisite payment therefor, the issuance and sale 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.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Airgain, Inc.:

We consent to the use of our report dated June 8, 2016, except as to the second paragraph of note 16, which is as of July 29, 2016, incorporated by reference herein.

/s/ KPMG LLP
Irvine, California
September 23, 2016