

# 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 * <b>Thill Kevin</b>			2. Issuer Name and Ticker or Trading Symbol <b>AIRGAIN INC [AIRG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Sr. VP, Engineering</b>		
(Last) (First) (Middle) <b>C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2021</b>					
(Street) <b>SAN DIEGO, CA 92130</b>			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/23/2021		M		10,000	A	\$ 14.89	69,499	D	
Common Stock	02/23/2021		M		4,500	A	\$ 13.43	73,999	D	
Common Stock	02/23/2021		M		21,500	A	\$ 13.43	95,499	D	
Common Stock	02/23/2021		M		15,416	A	\$ 10.94	110,915	D	
Common Stock	02/23/2021		M		13,020	A	\$ 11.46	123,935	D	
Common Stock	02/23/2021		S		5,100	D	\$ 22.0747 (1)	118,835	D	
Common Stock	02/23/2021		S		43,428	D	\$ 23.3502 (2)	75,407	D	
Common Stock	02/23/2021		S		15,908	D	\$ 23.7656 (3)	59,499 (4)	D	

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

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**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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 14.89	02/23/2021		M		10,000		(5)	04/30/2027	Common Stock	10,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 13.43	02/23/2021		M		4,500		(5)	07/18/2027	Common Stock	4,500	\$ 0	0	D	
Stock Option	\$ 13.43	02/23/2021		M		21,500		(5)	07/18/2027	Common Stock	21,500	\$ 0	0	D	

(Right to Buy)															
Stock Option (Right to Buy)	\$ 10.94	02/23/2021		M		15,416	<u>(6)</u>	01/18/2028	Common Stock	15,416	\$ 0	4,584	D		
Stock Option (Right to Buy)	\$ 11.46	02/23/2021		M		13,020	<u>(7)</u>	01/15/2029	Common Stock	13,020	\$ 0	11,980	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thill Kevin C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130			Sr. VP, Engineering	

## Signatures

Sherwin Perez, Global Controller as Attorney-in-Fact for Kevin Thill

02/24/2021

 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) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$21.56 to \$22.54. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$22.59 to \$23.585. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$23.59 to \$24.47. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (4) Includes 57,623 restricted stock units.
- (5) The option is fully vested.
- (6) The option is exercisable as it vests. 25% of the shares subject to the option vested on January 19, 2019, and 1/48th of the total number of shares subject to the option vest monthly thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- (7) The option is exercisable as it vests. 25% of the shares subject to the option vested on January 1, 2020, and 1/48th of the total number of shares subject to the option vest monthly thereafter, subject to the reporting person's continued service to the Issuer through each such vesting date.

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

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