

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|--|--|--|--|
| 1. Name and Address of Reporting Person* SIMS JAMES K (Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150 (Street) SAN DIEGO, CA 92130 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2016 | 3. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG] | | |
| | | 4. 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) | | 5. 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 | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,000 | D | |
| Common Stock | 217,602 | I | See Footnotes (1) (2) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---------------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | (3) | (3) | Common Stock | 1,777 | \$ (3) | D | |
| Series A Preferred Stock | (3) | (3) | Common Stock | 27,826 | \$ (3) | I | By Gen 3 Partners, Inc. (2) |
| Series B Preferred Stock | (3) | (3) | Common Stock | 82,416 | \$ (3) | I | By Gen 3 Partners, Inc. (2) |
| Series C Preferred Stock | (3) | (3) | Common Stock | 39,697 | \$ (3) | I | By Gen 3 Partners, Inc. (2) |
| Series D Preferred Stock | (3) | (3) | Common Stock | 42,372 | \$ (3) | D | |
| Series D Preferred Stock | (3) | (3) | Common Stock | 12,309 | \$ (3) | I | By Gen 3 Partners, Inc. (2) |
| Series E Preferred Stock | (3) | (3) | Common Stock | 11,790 | \$ (3) | D | |
| Series E Preferred Stock | (3) | (3) | Common Stock | 157,515 | \$ (3) | I | By GEN3 Capital I, LP (2) |
| Series F Preferred Stock | (3) | (3) | Common Stock | 7,692 | \$ (3) | D | |
| Series F Preferred Stock | (3) | (3) | Common Stock | 96,899 | \$ (3) | I | By GEN3 Capital I, LP (2) |
| Series G Preferred Stock | (3) | (3) | Common Stock | 383,995 | \$ (3) | I | By GEN3 Capital I, LP (2) |
| Stock Option (Right to Buy) | (4) | 01/24/2017 | Common Stock | 3,000 | \$ 2.2 | D | |

| | | | | | | | |
|-----------------------------|-----|------------|--------------|---------|--------|---|----------------------------|
| Stock Option (Right to Buy) | (4) | 12/10/2017 | Common Stock | 4,000 | \$ 2.2 | D | |
| Stock Option (Right to Buy) | (4) | 03/17/2019 | Common Stock | 4,000 | \$ 2.6 | D | |
| Stock Option (Right to Buy) | (4) | 12/03/2019 | Common Stock | 4,000 | \$ 2.6 | D | |
| Stock Option (Right to Buy) | (4) | 01/18/2021 | Common Stock | 4,000 | \$ 2.6 | D | |
| Stock Option (Right to Buy) | (4) | 06/12/2023 | Common Stock | 8,000 | \$ 2.3 | D | |
| Stock Option (Right to Buy) | (4) | 05/12/2024 | Common Stock | 4,000 | \$ 3.1 | D | |
| Stock Option (Right to Buy) | (4) | 06/11/2025 | Common Stock | 32,370 | \$ 1.6 | D | |
| Stock Option (Right to Buy) | (4) | 05/24/2016 | Common Stock | 9,510 | \$ 1.9 | D | |
| Dividend Right | (5) | (5) | Common Stock | 59,388 | \$ (5) | D | |
| Dividend Right | (5) | (5) | Common Stock | 33,972 | \$ (5) | I | By Gen 3 Partners, Inc (2) |
| Dividend Right | (5) | (5) | Common Stock | 351,051 | \$ (5) | I | By GEN3 Capital I, LP (2) |

Reporting Owners

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

Signatures

| | | |
|---------------------------------|--|------------|
| /s/ Jim K. Sims | | 08/11/2016 |
| **Signature of Reporting Person | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 51,246 shares of common stock held by GEN3 Capital I, LP ("GEN3 Capital") and 166,358 shares of common stock held by Gen 3 Partners, Inc. ("Gen 3 Partners").
- The general partner of GEN3 Capital is GEN3 Capital Partners, LLC ("GEN3 LLC"), and Jim K. Sims is the Managing Member of of GEN3 LLC. As a result, each of GEN3 LLC and Mr. Sims may be deemed to share beneficial ownership of the shares of common stock held by GEN3 Capital. Mr. Sims may be deemed to share beneficial ownership of the shares held by Gen 3 Partners in his capacity as a director of Gen 3 Partners. Mr. Simms disclaims such beneficial ownership extent to the extent of his 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 will automatically convert into common stock upon the closing of the Issuer's initial public offering.
- (3) The option is fully vested.
- (4) The dividend rights are payable in cash or shares of common stock at the Issuer's election immediately upon the closing of the Issuer's initial public offering.

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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