

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## 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>Egan Francis X</b>		2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>AIRGAIN INC [AIRG]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)						
(Last) (First) (Middle) <b>C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>12/02/2016</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			

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					
Stock Option (Right to Buy)	\$ 2.6	12/02/2016		<u>J(1)</u>			2,000	<u>(2)</u>	01/18/2021	Common Stock 2,000	\$ 0	2,000	D	
Stock Option (Right to Buy)	\$ 2.3	12/02/2016		<u>J(1)</u>			2,000	<u>(2)</u>	06/12/2023	Common Stock 2,000	\$ 0	2,000	D	
Stock Option (Right to Buy)	\$ 3.1	12/02/2016		<u>J(1)</u>			1,000	<u>(2)</u>	05/12/2024	Common Stock 1,000	\$ 0	1,000	D	
Stock Option (Right to Buy)	\$ 1.6	12/02/2016		<u>J(1)</u>			9,323	<u>(2)</u>	06/11/2025	Common Stock 9,323	\$ 0	9,323	D	
Stock Option (Right to Buy)	\$ 1.9	12/02/2016		<u>J(1)</u>			3,357	<u>(2)</u>	05/24/2026	Common Stock 3,357	\$ 0	3,357	D	

**Reporting Owners**

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

## Signatures

<u>/s/ Francis X. Egan</u>	<u>12/05/2016</u>
**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) In connection with his resignation as a Managing Director of Northwater Capital Inc., the Reporting Person agreed to assign his interest in the stock options reported herein to Frances Kordyback.
- (2) The option is fully vested.

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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