

FORM 3

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

OMB APPROVAL	
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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 * GEN3 Capital Partners, LLC	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2016	3. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG]	
(Last) (First) (Middle) C/O AIRGAIN, INC., 3611 VALLEY CENTRE DRIVE, SUITE 150		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 08/11/2016
(Street) SAN DIEGO, CA 92130		6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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			
Dividend Right	<u>(1)</u>	<u>(1)</u>	Common Stock	353,811 <u>(2)</u>	\$ <u>(1)</u>	I	By GEN3 Capital I, LP <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEN3 Capital Partners, LLC C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		
GEN3 Capital I L P C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		
GEN 3 PARTNERS INC C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 SAN DIEGO, CA 92130		X		

Signatures

GEN3 Capital Partners, LLC By: /s/ Haydar Diab, Vice President	12/16/2016
**Signature of Reporting Person	Date
GEN3 Capital I, LP By: GEN3 Capital Partners, LLC, its general partner By: /s/ Haydar Diab, Vice President	12/16/2016
**Signature of Reporting Person	Date
Gen 3 Partners, Inc. By: /s/ Haydar Diab, Vice President	12/16/2016
**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) 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.

(2) This amendment is being filed to correct a calculation error with respect to the number of shares of common stock underlying the dividend right reported on the Reporting Persons' original Form 3.

The general partner of GEN3 Capital I, LP ("GEN3 Capital") is GEN3 Capital Partners, LLC ("GEN3 LLC"), and Jim K. Sims is the Managing Member of of GEN3 LLC. As
(3) a result, each of GEN3 LLC and Mr. Sims may be deemed to share beneficial ownership of the securities held by GEN3 Capital. Each of the individuals and entities listed herein disclaims such beneficial ownership except to the extent of his or its pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.