

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 * Egan Francis X	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) <input checked="" type="checkbox"/> Director <input 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) 08/11/2016
(Street) SAN DIEGO, CA 92130		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)	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)

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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			
Dividend Right	(1)	(1)	Common Stock	449,475 (2)	\$ (1)	I	See footnote (3)

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

/s/ Francis X. Egan 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 Person's original Form 3.

(3) Represents securities held by Northwater Intellectual Property Fund L.P. 1 ("NIP LP 1"). Northwater Capital Inc. ("NCI") is the direct parent of Northwater Capital Management Inc. ("NCMI"), which is the manager of NIP LP 1. At the time of the original Form 3 filing, Mr. Egan may have been deemed to share beneficial ownership of the shares held by NIP LP 1 in his capacity as Managing Director of NCI. Mr. Egan disclaims such beneficial ownership except to the extent of his 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.

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