

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 (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	19,826	D	
Common Stock	58,223	I	See footnote (1)
Common Stock	166,358	I	See footnote (2)

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

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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	(5)	(5)	Common Stock	296	\$ (5)	D	
Series A Preferred Stock	(5)	(5)	Common Stock	27,826	\$ (5)	I	See footnote (3)
Series B Preferred Stock	(5)	(5)	Common Stock	82,416	\$ (5)	I	See footnote (3)
Series C Preferred Stock	(5)	(5)	Common Stock	39,697	\$ (5)	I	See footnote (3)
Series D Preferred Stock	(5)	(5)	Common Stock	12,309	\$ (5)	I	See footnote (3)
Series D Preferred Stock	(5)	(5)	Common Stock	4,675	\$ (5)	D	
Series E Preferred Stock	(5)	(5)	Common Stock	273,005	\$ (5)	I	See footnote (4)
Series E Preferred Stock	(5)	(5)	Common Stock	2,430	\$ (5)	D	
Series F Preferred Stock	(5)	(5)	Common Stock	76,923	\$ (5)	I	See footnote (4)
Series G Preferred Stock	(5)	(5)	Common Stock	415,913	\$ (5)	I	See footnote (4)
Stock Option (Right to Buy)	(6)(7)	01/18/2021	Common Stock	4,000	\$ 2.6	D	
Stock Option (Right to Buy)	(6)(7)	06/12/2023	Common Stock	4,000	\$ 2.3	D	

Stock Option (Right to Buy)	(6)(7)	05/12/2024	Common Stock	2,000	\$ 3.1	D	
Stock Option (Right to Buy)	(6)(7)	06/11/2025	Common Stock	18,647	\$ 1.6	D	
Stock Option (Right to Buy)	(6)(7)	05/24/2016	Common Stock	6,713	\$ 1.9	D	
Stock Option (Right to Buy)	(7)	01/24/2017	Common Stock	2,000	\$ 2.2	I	See footnote (8)
Stock Option (Right to Buy)	(7)	05/07/2017	Common Stock	2,000	\$ 2.2	I	See footnote (8)
Stock Option (Right to Buy)	(7)	12/10/2017	Common Stock	2,000	\$ 2.2	I	See footnote (8)
Stock Option (Right to Buy)	(7)	03/17/2019	Common Stock	2,000	\$ 2.6	I	See footnote (8)
Stock Option (Right to Buy)	(7)	12/03/2019	Common Stock	2,000	\$ 2.6	I	See footnote (8)
Stock Option (Right to Buy)	(7)	01/18/2021	Common Stock	2,000	\$ 2.6	I	See footnote (8)
Stock Option (Right to Buy)	(7)	06/12/2023	Common Stock	4,000	\$ 2.3	I	See footnote (8)
Stock Option (Right to Buy)	(7)	05/12/2024	Common Stock	2,000	\$ 3.1	I	See footnote (8)
Stock Option (Right to Buy)	(7)	06/11/2025	Common Stock	29,555	\$ 1.6	I	See footnote (8)
Stock Option (Right to Buy)	(7)	05/24/2016	Common Stock	6,713	\$ 1.9	I	See footnote (8)
Dividend Right	(9)	(9)	Common Stock	7,925	\$ (9)	D	
Dividend Right	(9)	(9)	Common Stock	446,715	\$ (9)	I	See footnote (1)
Dividend Right	(9)	(9)	Common Stock	33,972	\$ (9)	I	See footnote (2)

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	X		

Signatures

/s/ Francis X. Egan	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) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.

- (5) See Exhibit 99.1; Note 5.
- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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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Explanation of Responses:

- (1) Represents shares of common stock held by Northwater Intellectual Property Fund L.P. 1, a Delaware limited partnership (“NIP LP 1”). Northwater Capital Inc., a corporation formed under the laws of the Province of Ontario (“NCI”) is the direct parent of Northwater Capital Management Inc., a corporation formed under the laws of the Province Ontario (“NCMI”), which is the manager of NIP LP 1. Mr. Egan may be 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.
- (2) Represents shares of common stock held by Gen 3 Partners, Inc. (“Gen 3 Partners”). Mr. Egan 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. Egan disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
- (3) Represents shares of preferred stock held by Gen 3 Partners.
- (4) Represents shares of preferred stock held by NIP LP 1.
- (5) 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.
- (6) In his capacity as a director of the Issuer, the Reporting Person was granted stock options by the Issuer. Pursuant to an agreement between the Reporting Person and NCMI, the Reporting Person received such stock options as nominee for NCMI and NCMI is entitled under the agreement to all economic benefits of such stock options. The Reporting Person disclaims beneficial ownership of such stock options, and of any shares of common stock received in respect thereof, except to the extent of any indirect pecuniary interest the Reporting Person may have therein resulting from the Reporting Person's ownership interest in NCI.
- (7) The option is fully vested.
- (8) Represents options held directly by Frances Kordyback, Managing Director of NCMI. In her capacity as a director of the Issuer, Ms. Kordyback was granted stock options by the Issuer. Pursuant to an agreement between Ms. Kordyback and NCMI, Ms. Kordyback received such stock options as nominee for NCMI and NCMI is entitled under the agreement to all economic benefits of such stock options. The Reporting Person may be deemed to share beneficial ownership of such options in his capacity as Managing Director of NCI. The Reporting Person disclaims beneficial ownership of such stock options, and of any shares of common stock received in respect thereof, except to the extent of any indirect pecuniary interest the Reporting Person may have therein resulting from the Reporting Person's ownership interest in NCI.
- (9) 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.