

**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 Northwater Capital Inc.		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) 161 BAY STREET, SUITE 4000		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> Director by deputization***		5. If Amendment, Date Original Filed(Month/Day/Year) 08/11/2016	
(Street) TORONTO, A6 M5J 2T3				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Beneficially Owned</b>			

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

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northwater Capital Inc. 161 BAY STREET, SUITE 4000 TORONTO, A6 M5J 2T3		X		Director by deputization***
Northwater Capital Management Inc. 161 BAY STREET, SUITE 4000 TORONTO, A6 M5J 2T3		X		Director by deputization***
NORTHWATER INTELLECTUAL PROPERTY FUND LP 1 161 BAY STREET, SUITE 4000 TORONTO, A6 M5J 2T3		X		Director by deputization***

**Signatures**

NORTHWATER CAPITAL INC.; By: Daniel Mills, Managing Director	12/16/2016
<small>Signature of Reporting Person</small>	<small>Date</small>
NORTHWATER CAPITAL INC.; By: David Patterson, Managing Director	12/16/2016
<small>Signature of Reporting Person</small>	<small>Date</small>

**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.

**Remarks:**

\*\*\* Northwater Capital Inc., Northwater Capital Management Inc. and Northwater Intellectual Property Fund L.P. 1 are each a "director by deputization" solely for purposes of Section 16 of the Securities Exchange Act of 1934.

Exhibit List:  
Exhibit 99.1 - Explanation of Responses  
Exhibit 99.2 - Joint Filer Information and Signature

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.

Explanation of Responses:

- (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.
- (3) 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. At the time of the original Form 3 filing, the Reporting Persons may have had an indirect pecuniary interest in the shares of common stock of Airgain, Inc. held directly by NIP LP 1. Each of NCI and NCMI disclaims such beneficial ownership except to the extent of any indirect pecuniary interest therein.

**Joint Filer Information and Signature**

Joint Filers:

1. Name: Northwater Capital Management Inc.  
Address: 161 Bay Street, Suite 4000, Toronto, Ontario, Canada M5J 2S1

**NORTHWATER CAPITAL MANAGEMENT INC.**

By: /s/ Daniel Mills December 16, 2016  
Name: Daniel Mills  
Title: Managing Director

By: /s/ David Patterson December 16, 2016  
Name: David Patterson  
Title: Chair and Chief Executive Officer

2. Name: Northwater Intellectual Property Fund L.P. 1  
Address: 161 Bay Street, Suite 4000, Toronto, Ontario, Canada M5J 2S1

**NORTHWATER INTELLECTUAL PROPERTY FUND L.P. 1**  
**BY: NORTHWATER IP 1 GP INC., ITS GENERAL PARTNER**

By: /s/ Daniel Mills December 16, 2016  
Name: Daniel Mills  
Title: Managing Director

By: /s/ David Patterson December 16, 2016  
Name: David Patterson  
Title: Chair and Chief Executive Officer