FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* CHUNG T J | | | | | 2. Issuer Name and Ticker or Trading Symbol AIRGAIN INC [AIRG] | | | | | | | | | all applicable Director | e) | ting Person(s) to Issue | | wner |
|---|--|--|--|--------------|--|--|---|--|---|------------------|--|---|-------------------------------------|--|---|--|--------------------|--|
| (Last) (First) (Middle) C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023 | | | | | | | | | Officer (girbelow) | ve title | | Other (s below) | респу |
| (Street) SAN DIEGO CA 92130 (City) (State) (Zip) | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indiv | ndividual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (Oily) | (Glate) | - | able I - Non | ı-Derivat | ive S | ecuritie | es Acq | uired, [| Disp | osed o | f, or B | enefic | ially Ow | ned | | | | |
| Date | | | | Date | Transaction ate Ionth/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 an | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | 6. Ownership Form: Direct (D or Indirect (I) (Instr. 4) | | Beneficial Ownership |
| | | | | | | | Code | v | Amount | (| (A) or (D) | Price | (Instr. 3 and | | | | (Instr. 4) | |
| Common Stock ⁽¹⁾ 02/0 | | | | 02/01/20 | /01/2023 | | | A | | 4,307 | | A | \$0.00 | 18,429(2) | | | D | |
| | 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 | Code (Instr. | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisab Expiration Date (Month/Day/Year) | | Securitie | | Fitle and Amount of curities Underlying rivative Security (Ins nd 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficia Owned Following Reported Transaction | Owners Form: Direct or Indii (I) (Inst | Ownership | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | | Date Exercisab | | xpiration ate | Title | | Amount or Number of Shares | | (Instr. 4) | J.1(J) | ., | |
| Stock Option (Right to Buy) | \$8 | 02/01/2023 | | A | | 6,247 | | (3) | 01 | 1/31/2033 | | nmon ock | 6,247 | \$0.00 | 6,247 | , | D | |

Explanation of Responses

- 1. Represents restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's common stock. 100% of the RSUs vest on February 1, 2024, subject to the Reporting Person's continued service to the Issuer through such vesting date.
- 2. Consists of RSUs.
- 3. The option is exercisable as it vests. 100% of the shares subject to the option vest on February 1, 2024, subject to the Reporting Person's continued service with the Issuer through such vesting date.

Remarks:

/s/ Michael Elbaz, as attorney-infact

02/03/2023

** Signature of Reporting Person

Date

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

- * 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).

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

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