

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person* <u>SUEN JACOB</u>  (Last) (First) (Middle) C/O AIRGAIN, INC. 3611 VALLEY CENTRE DRIVE, SUITE 150  (Street) SAN DIEGO CA 92130  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AIRGAIN INC [ AIRG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2024		F		17,603 <sup>(1)</sup>	D	\$3.87	175,738 <sup>(2)</sup>	D	
Common Stock	03/15/2024		A		1,258 <sup>(3)</sup>	A	\$0.00	171,264 <sup>(2)</sup>	D	
Common Stock	03/15/2024		A		6,577 <sup>(4)</sup>	A	\$0.00	177,150 <sup>(2)</sup>	D	
Common Stock	03/15/2024		A		69,158 <sup>(5)</sup>	A	\$0.00	242,700 <sup>(2)</sup>	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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$5.38	03/15/2024		A		123,925		(6)	03/14/2034	Common Stock	\$0.00	123,925	D	

**Explanation of Responses:**

- Reflects restricted stock units (RSU) surrendered via a net settlement to satisfy tax withholding and remittance obligations in connection with the vesting of RSUs.
- Includes RSUs.
- Represents RSUs. Each RSU represents a contingent right to receive one share of the Issuer's common stock. All of the RSUs are fully vested and are granted to replace the grantee's expired options.
- Represents RSUs. Each RSU represents a contingent right to receive one share of the Issuer's common stock. All of the RSUs are fully vested and were granted as a catch up for the 15% base salary reduction effective July 1, 2023.
- Represents RSUs. Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs shall vest in substantially equal installments on each of the March 15, 2025; March 15, 2026; March 15, 2027; and March 15, 2028, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The RSUs may accelerate under certain conditions pursuant to the Reporting Person's employment agreement.
- The option is exercisable as it vests. 25% of the shares subject to the option vest on March 15, 2025, and 1/48th of the total number of shares subject to the option vest monthly thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The option may accelerate under certain conditions pursuant to the Reporting Person's employment agreement.

**Remarks:**

/s/ Michael Elbaz, as attorney-in-fact

03/19/2024

\*\* 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.

**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 Number.**