

HENCKELS LUTZ P

Form 4

April 03, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HENCKELS LUTZ P

(Last) (First) (Middle)

5990 GLEASON DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
GIGA TRONICS INC [GIGA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Interim Chief Fin. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Restricted stock units	(1)	02/23/2018	D			75,000	(3)	(6)	Comm Stoc
Series E Senior Convertible Voting Perpetual Preferred Stock	(2)	03/26/2018	A		1,200		03/26/2018	(6)	Comm Stoc
Non-Qualified Stock Option	\$ 1.64	03/30/2018	D			15,000	(5)	12/15/2021	Comm Stoc
Non-Qualified Stock Option	\$ 1.53	03/30/2018	D			18,000	(5)	04/24/2023	Comm Stoc
Non-Qualified Stock Option	\$ 1.84	03/30/2018	D			5,500	(5)	02/25/2025	Comm Stoc
Non-Qualified Stock Option	\$ 0.33	03/30/2018	A		400,000		03/30/2019(4)	03/30/2028	Comm Stoc

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENCKELS LUTZ P 5990 GLEASON DRIVE DUBLIN, CA 94568	X		Interim Chief Fin. Officer	

## Signatures

/s/ Lutz P.  
Henckels

04/02/2018

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Giga-tronics' common stock.
- (2) Each Series E Share is initially convertible 1 into 100 shares of the Company's common stock.
- (3) Each RSU represents a contingent right to receive one share of Giga-tronics' common stock.
- (4) Options vest on the following schedule: 25% of the Shares vest at the first anniversary of the Vesting Commencement Date and 1/48th of the Shares on each month thereafter.

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- (5) Options vest on the following schedule: 20% of the Shares vest at the first anniversary from the date of grant and 20% of the Shares on each successive anniversary thereafter.
- (6) Not applicable.

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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