

GIGA TRONICS INC  
Form 4  
July 10, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALARA CAPITAL AVI II, LLC

(Last) (First) (Middle)

1150 FIRST AVENUE, SUITE 450

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/08/2013

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)

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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price |

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|

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| Derivative Security  | (Instr. 3, 4, and 5) |            |         | Date Exercisable   | Expiration Date       | Title                          |
|--|----------------------|------------|---------|--------------------|-----------------------|--------------------------------|
|  | Code                 | V          | (A) (D) |                    |                       |                                |
| Series D Convertible Voting Perpetual Preferred Stock <sup>(1)</sup> | <u>(2)</u>           | 07/08/2013 | P       | 5,111.86           | 07/08/2013            | <u>(3)</u> Common Stock (GIGA) |
| Warrant to Purchase Common Stock (right to buy)                      | \$ 3.3               | 07/08/2013 | J       | 506,219 <u>(4)</u> | 02/07/2012 08/07/2014 | Common Stock (GIGA)            |
| Warrant to Purchase Common Stock (right to buy)                      | \$ 1.43              | 07/08/2013 | P       | 506,219 <u>(4)</u> | 07/08/2013 08/07/2015 | Common Stock (GIGA)            |
| Warrant to Purchase Common Stock (right to buy) <sup>(1)</sup>       | \$ 1.43              | 07/08/2013 | P       | 511,186            | 07/08/2013 01/08/2016 | Common Stock (GIGA)            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALARA CAPITAL AVI II, LLC<br>1150 FIRST AVENUE<br>SUITE 450<br>KING OF PRUSSIA, PA 19406 | X             | X         |         |       |

## Signatures

/s/ Darren C. Wallis, Managing Member, Alara Capital AVI II, LLC

07/10/2013

\_\_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) Pursuant to the terms of a Securities Purchase Agreement dated June 27, 2013 (the "SPA"), the Reporting Person purchased 5,111.86 shares of Series D Convertible Voting Perpetual Preferred Stock of the Issuer, convertible at any time at the option of the holder into 511,186 shares of common stock of the Issuer, based upon a purchase price of \$1.43 per share of common stock (or \$143.00 per Series D

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preferred share), subject to customary adjustments. The Reporting Person also acquired, at a per share price of \$0.125, a warrant representing the right to purchase 511,186 shares of the Issuer's common stock at an exercise price of \$1.43 per share.

(2) 1 share of Series D Preferred Stock is convertible into 100 shares of Common Stock.

(3) Perpetual.

In 11/2011, the Reporting Person acquired a warrant to purchase 848,684 shares of the Issuer's common stock at the price of \$3.30 per share ("Warrant"), which became exercisable on 2/7/12. Pursuant to a Securities Purchase agreement dated 2/19/13, the Issuer and the Reporting Person agreed to terminate the Reporting Person's right to acquire 342,465 shares of the 848,684 shares underlying the Warrant and an amended warrant was issued representing the right to acquire 506,219 shares of the Issuer's common stock at a price of \$3.30 per share ("Amended Warrant"). In connection with the 6/27/13 SPA, the Issuer and the Reporting Person agreed to cancel the Amended Warrant and, in exchange, the Reporting Person acquired at a per share price of \$0.125 a new warrant representing the right to purchase 506,219 shares of the Issuer's common stock at an exercise price of \$1.43 per share ("New Warrant"). The New Warrant expires on 8/7/15, if and to the extent not exercised earlier.

(4)

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.