

Spring Mountain Capital, LLC

Form 3

January 09, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Spring Mountain Capital, LLC

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/31/2018

3. Issuer Name **and** Ticker or Trading Symbol
GIGA TRONICS INC [GIGA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)650 MADISON AVENUE,
20TH FLOOR, A

(Street)

(Check all applicable)

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

NEW YORK, A NY A 10022

(City)

(State)

(Zip)

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

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

940,734 ⁽¹⁾D ⁽¹⁾

A

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

SEC 1473 (7-02)

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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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Voting Perpetual Preferred Stock	Â (2)	Â (2)	Common Stock	918,069 (3)	\$ (2)	D	Â
Series C Convertible Voting Perpetual Preferred Stock	Â (4)	Â (4)	Common Stock	342,467 (5)	\$ (4)	D	Â
Series D Convertible Voting Perpetual Preferred Stock	Â (6)	Â (6)	Common Stock	511,186 (7)	\$ (6)	D	Â
Warrant (Right to Buy Common Stock)	Â (8)	02/16/2020	Common Stock	823,097 (8)	\$ 1.78	D	Â
Warrant (Right to Buy Common Stock)	Â (9)	02/23/2020	Common Stock	194,437 (9)	\$ 1.76	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spring Mountain Capital, LLC 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Spring Mountain Capital G.P., LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
SMC Reserve Fund II Offshore LP C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
SMC Private Equity Holdings GP, LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
SMC Private Equity Holdings, LP C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
SMC Select Co-Investment I GP, LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

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SMC Select Co-Investment Fund I LP
C/O SPRING MOUNTAIN CAPITAL
650 MADISON AVENUE, 20TH FLOOR
NEW YORK, NY 10022

^ ^ X ^ ^

Steffens John

C/O SPRING MOUNTAIN CAPITAL
650 MADISON AVENUE, 20TH FLOOR
NEW YORK, NY 10022

^ ^ X ^ ^

Ho Gregory P.

C/O SPRING MOUNTAIN CAPITAL
650 MADISON AVENUE, 20TH FLOOR
NEW YORK, NY 10022

^ ^ X ^ ^

Signatures

SPRING MOUNTAIN CAPITAL, LLC By: /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SPRING MOUNTAIN CAPITAL G.P., LLC By: /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SMC RESERVE FUND II OFFSHORE, LP By: Spring Mountain Capital G.P., LLC, General Partner, /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SMC PRIVATE EQUITY HOLDINGS G.P., LLC By: Spring Mountain Capital G.P., LLC, Managing Member, /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SMC PRIVATE EQUITY HOLDINGS, LP By: SMC Private Equity Holdings G.P., LLC, General Partner, By: Spring Mountain Capital G.P., LLC, Managing Member, /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SMC SELECT CO-INVESTMENT FUND I, LP By: SMC Select Co-Investment I GP, LLC, General Partner By: Spring Mountain Capital G.P., LLC, Managing Member, /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

SMC SELECT CO-INVESTMENT I GP, LLC By: Spring Mountain Capital G.P., LLC, Managing Member, /s/ Gregory P. Ho, Managing Member

01/09/2019

__Signature of Reporting Person

Date

/s/ John L. Steffens

01/09/2019

__Signature of Reporting Person

Date

/s/ Gregory P. Ho

01/09/2019

__Signature of Reporting Person

Date

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).

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- (1) Represents shares of common stock of Issuer owned directly by the Reporting Persons as follows: 499,576 owned by SMC Co-Investment LP and 441,158 owned by SMC PE LP.
- (2) The Series B Convertible Voting Perpetual Preferred Stock (the "Series B Preferred Stock") is convertible at any time upon request and is initially convertible into shares of common stock on a 1:100 basis. It has no expiration date.
Represents shares of common stock of Issuer issuable upon the conversion of shares of Series B Preferred Stock owned directly by the Reporting Persons as follows: 688,552 owned by SMC Co-Investment LP, 57,379 owned by SMC Offshore and 172,138 owned by Steffens.
- (3) The Series C Convertible Voting Perpetual Preferred Stock (the "Series C Preferred Stock") is exercisable at any time upon request and is initially convertible into shares of common stock on a 1:100 basis. It has no expiration date.
- (4) Represents shares of common stock of Issuer issuable upon the conversion of Series C Preferred Stock owned directly by the Reporting Persons as follows: 147,620 owned by SMC Co-Investment LP, 48,712 owned by SMC Offshore and 146,135 owned by Steffens.
- (5) The Series D Convertible Voting Perpetual Preferred Stock (the "Series D Preferred Stock") is exercisable at any time upon request and is initially convertible into shares of common stock on a 1:100 basis. It has no expiration date.
- (6) Represents shares of common stock of Issuer issuable upon the conversion of Series D Preferred Stock, owned directly by the Reporting Persons as follows: 70,028 owned by SMC Co-Investment LP and 441,158 owned by SMC PE LP.
- (7) Represents shares of common stock of Issuer issuable upon the exercise of Warrants directly owned by the Reporting Persons as follows: 342,235 by SMC Co-Investment LP and 480,862 by SMC PE LP. Such Warrants are immediately exercisable.
- (8) Represents shares of common stock of Issuer issuable upon the exercise of Warrants directly owned by the Reporting Persons as follows: 194,437 by SMC Co-Investment LP. Such Warrants are immediately exercisable.
- (9)

Â

Remarks:

Exhibit 99.1 - joint filer information

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.