

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Spring Mountain Capital, LLC | | (Month/Day/Year) | GIGA TRONICS INC [GIGA] | |
| (Last) | (First) | (Middle) | 12/31/2018 | |
| 650 MADISON AVENUE, | | 4. Relationship of Reporting Person(s) to Issuer | | |
| 20TH FLOOR,Â | | (Check all applicable) | | |
| (Street) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| NEW YORK,Â NYÂ 10022 | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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⁾ | Â |

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

SEC 1473 (7-02)

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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) | 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 |

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

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

Ho Gregory P.
 C/O SPRING MOUNTAIN CAPITAL Â Â X Â Â
 650 MADISON AVENUE, 20TH FLOOR
 NEW YORK, NY 10022

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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

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.