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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GigCapital4, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-4164597
(I.R.S. Employer
Identification No.)

**1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303
(650) 276-7040**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dr. Avi S. Katz
Executive Chairman
GigCapital4, Inc.
1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303
(650) 276-7040**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jeffrey C. Selman, Esq.
DLA Piper LLP (US)
555 Mission Street, Suite 2400
San Francisco, CA 94105
Telephone: (415) 615-6095
Facsimile: (415) 659 7465**

**Douglas S. Ellenoff, Esq.
Stuart Neuhauser, Esq.
Joshua N. Englard, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
Telephone: (212) 370 1300
Facsimile: (212) 370 7889**

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-252315

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an “emerging growth company.” See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Security being registered	Amount being Registered	Proposed Maximum Offering Price Per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(5)
Units, each consisting of one share of common stock, \$0.0001 par value, and one-third of one redeemable warrant(2)	5,980,000 Units	\$10.00	\$59,800,000	\$6,524.18
Shares of common stock included as part of the units(3)	5,980,000 Shares	—	—	—(4)
Redeemable warrants included as part of the units(3)	1,993,334 Warrants	—	—	—(4)
Total			\$59,800,000	\$6,524.18

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Includes 780,000 units, consisting of 780,000 shares of common stock and 260,000 warrants to purchase an aggregate of 260,000 shares of common stock included in such units, which may be issued on exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) Pursuant to Rule 457(g) under the Securities Act, no additional fee.

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$299,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-252315), which was declared effective by the U.S. Securities and Exchange Commission on February 8, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$59,800,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters’ over-allotment option.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by GigCapital4, Inc. (the “Registrant”). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant’s Registration Statement on [Form S-1](#) (File No. 333-252315), as subsequently amended (the “Original Registration Statement”), which was declared effective by the Commission on February 8, 2021. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Original Registration Statement are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US)
23.1	Consent of BPM LLP
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page to the Registration Statement on Form S-1/A, as amended, filed by the Registrant (File No. 333-252315) and incorporated by reference herein)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Palo Alto, California, on February 8, 2021.

GIGCAPITAL4, INC.

By: /s/ DR. RALUCA DINU

Name: Dr. Raluca Dinu

Title: President, Chief Executive Officer, and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ DR. RALUCA DINU</u> Dr. Raluca Dinu	President, Chief Executive Officer, Secretary (Principal executive officer)	February 8, 2021
<u>*</u> Dr. Avi S. Katz	Executive Chairman of the Board of Directors	February 8, 2021
<u>*</u> Neil Miotto	Director	February 8, 2021
<u>*</u> Andrea Betti-Berutto	Director	February 8, 2021
<u>*</u> Dorothy D. Hayes	Director	February 8, 2021

*By: /s/ Dr. Raluca Dinu

Dr. Raluca Dinu
Attorney-in-Fact



DLA Piper LLP (US)
555 Mission St. #2400
San Francisco, California 94105
www.dlapiper.com

February 8, 2021

GigCapital4, Inc.
1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303
Attn: Dr. Raluca Dinu

Ladies and Gentlemen:

We have acted as counsel to GigCapital4, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company with the United States Securities and Exchange Commission (the “*Commission*”) of up to 5,200,000 units of the Company, or 5,980,000 units of the Company if the underwriters’ over-allotment option provided for in the form of underwriting agreement between the Company and the underwriters named therein (the “*Underwriting Agreement*”) that is filed as Exhibit 1.1 to the Registration Statement (as defined below) is fully exercised (collectively the “*Public Units*”), with each Public Unit consisting of one share of the common stock, par value \$0.0001 per share (the “*Common Stock*”), of the Company, and one-third of one redeemable warrant to purchase one share of Common Stock (“*Public Warrant*”) pursuant to a Registration Statement on Form S-1 (File No. 333-252315) initially filed by the Company with the Commission on January 21, 2021 (as amended, the “*Registration Statement*”) pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Registration Statement.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the form of Amended and Restated Certificate of Incorporation of the Company that is filed as [Exhibit 3.2](#) to the Registration Statement; (ii) the Bylaws of the Company that are filed as [Exhibit 3.3](#) to the Registration Statement; (iii) the Registration Statement; (iv) the Underwriting Agreement; (v) the Specimen Unit Certificate that is filed as [Exhibit 4.1](#) to the Registration Statement; (vi) the Specimen Common Stock Certificate that is filed as [Exhibit 4.2](#) to the Registration Statement; (vii) the Specimen Warrant Certificate that is filed as [Exhibit 4.3](#) to the Registration Statement; and (viii) the form of warrant agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the “*Warrant Agent*”) that is filed as [Exhibit 4.4](#) to the Registration Statement (the “*Warrant Agreement*”). With respect to our examination of such documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all natural persons, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as reproduced or certified copies, and the authenticity and completeness of the originals of those latter documents. We have also assumed that (i) upon sale and delivery of the Public Units, the Common Stock, and the Public Warrants, the certificates representing such Public Units, the Common Stock, and the Public Warrants will conform to the specimens thereof filed as exhibits to the Registration Statement and will have been duly countersigned by the transfer agent and duly registered by the registrar, and (ii) at the time of execution, countersigning, issuance, and delivery of the Public Units and the Public Warrants, the Warrant Agreement will be a valid and binding obligation of the Warrant Agent, enforceable against the Warrant Agent in accordance with its terms. We have also assumed that the Warrant Agent has the power and authority and the due authorization (corporate, trust, partnership or other) to enter into and perform all its obligations under the Warrant Agreement. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon representations of certain officers of the Company. We have further assumed that each of the documents identified in clauses (i) through (viii) above will be entered into, adopted or filed as appropriate.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications, and limitations stated herein, we are of the opinion that when the Registration Statement becomes effective under the Securities Act:

1. **Public Units.** The Public Units, when delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery thereof by the Warrant Agent, as transfer agent, will be validly issued, fully paid and non-assessable, and will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
2. **Common Stock.** The shares of Common Stock that are part of the Public Units, when the Public Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.
3. **Public Warrants.** The Public Warrants that are part of the Public Units, when the Public Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery of such Public Warrants by the Warrant Agent, will be validly issued, fully paid and non-assessable, and will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

We are opining solely on all applicable statutory provisions of the Delaware General Corporation Law, all applicable provisions of the Delaware Constitution, all applicable judicial and regulatory determinations in connection therewith and, as to the Public Units and the Public Warrants constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. The opinions in regard to enforceability matters expressed in paragraphs 1 and 3 of this letter are subject to and qualified and limited by (i) applicable bankruptcy, insolvency, fraudulent transfer and conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally; and (ii) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief (regardless of whether considered in a proceeding in equity or at law). The opinions expressed herein are subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinions expressly set forth herein. We express no opinion as to the laws of any other state or jurisdiction of the United States or of any foreign jurisdiction. We have made no inquiry into the laws and regulations or as to laws relating to choice of law or conflicts of law principles. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

DLA PIPER LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report (which contains an explanatory paragraph relating to the Company's ability to continue as a going concern as described in Note 1 to the financial statements) dated December 31, 2020, relating to the financial statements of GigCapital4, Inc., which appears in Amendment No.1 to the Registration Statement on Form S-1 (No. 333-252315). We also consent to the reference to us under the heading "Experts" in such Registration Statement (No. 333-252315).

/s/ BPM LLP

San Jose, California
February 8, 2021