

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 1, 2021

GigCapital5, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-40839
(Commission
File Number)

86-1728920
(I.R.S. Employer
Identification No.)

**1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303
(650) 276-7040
(Registrant's Telephone Number, Including Area Code)**

94303
(Zip Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

As soon as practicable after this Registration Statement is declared effective.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of common stock, \$0.0001 par value, and one redeemable warrant	GIA.U	New York Stock Exchange
Common stock, \$0.0001 par value Redeemable warrants, each full warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	GIA GIA.WS	New York Stock Exchange New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events.*Separation of Units*

On November 1, 2021, the Company issued a press release to announce that holders of the Company's public units may elect to separately trade the shares of common stock and warrants underlying such public units commencing on November 4, 2021. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits*

Exhibit 99.1 [Press Release of the Company, dated November 1, 2021](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GIGCAPITAL5, INC.

Dated: November 1, 2021

By: /s/ Dr. Raluca Dinu

Dr. Raluca Dinu

President and Chief Executive Officer

**GigCapital5, Inc. Announces the Separate Trading of its Common Stock and Warrants
Commencing November 4, 2021**

PALO ALTO, Calif., — November 1, 2021 — GigCapital5, Inc. (NYSE: GIA.U) (the “Company” or “GigCapital5”) today announced that holders of the Company’s public units may elect to separately trade the common stock and warrants underlying such public units commencing on November 4, 2021. Each unit consists of one share of common stock and one redeemable warrant of the Company. Each whole warrant entitles the holder to purchase one share of common stock of the Company at a price of \$11.50 per share. For each public unit, one share of common stock and one warrant will be issued.

Those public units not separated will continue to trade under the symbol “GIA.U.” The shares of common stock and warrants are expected to trade under the ticker symbols “GIA” and “GIA.WS,” respectively. Holders of the public units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the public units into shares of common stock and warrants.

The public units were initially offered by the Company in an underwritten offering, and Wells Fargo Securities, LLC and William Blair & Company, L.L.C. acted as the joint book-running managers for the offering.

Registration statements relating to the offering of the public units and the underlying securities had been filed by the Company and were declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on September 23, 2021.

A final prospectus relating to and describing the final terms of the offering has been filed with the SEC. The offering was made only by means of a prospectus, copies of which may be obtained by contacting Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 500 West 33rd Street, New York, New York, 10001, at (800) 326-5897 or emailing a request to cmclientsupport@wellsfargo.com, or William Blair & Company, L.L.C., Attention: Prospectus Department, 150 North Riverside Plaza, Chicago, Illinois 60606, by telephone at (800) 621-0687 or by email at prospectus@williamblair.com. Copies of the registration statements can also be accessed through the SEC’s website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Note Concerning Forward Looking Statements

This news release contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and the anticipated use of the net proceeds. No assurance can be given that the offering discussed above will be completed on the terms described, or at all, or that the net proceeds of the offering will be used as indicated. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and preliminary prospectus for the Company’s offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

“Private-to-Public Equity (PPE)” and “Mentor-Investor” are trademarks of GigFounders, LLC, a member entity of GigCapital Global and the founder of GigAcquisitions5, LLC, used pursuant to agreement.

About GigCapital5

GigCapital5 is a Private-to-Public Equity (PPE)[™] company, also known as a blank check company or special purpose acquisition company (SPAC), focusing on companies in the technology, media, and telecommunications, aerospace and defense, advanced medical equipment, intelligent automation and sustainable industries. It was sponsored by GigAcquisitions5, LLC, which was founded by GigFounders, LLC, each a member entity of GigCapital Global, and formed for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses.

The Company intends to focus on opportunities to capitalize on the ability of its management team, particularly its executive officers, to identify, acquire and operate a business with a goal of reaching an enterprise value of over \$600 million.

MEDIA CONTACT

Brian Ruby, ICR, brian.ruby@icrinc.com