

**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**

**December 3, 2021
Date of Report (date of earliest event reported)**

GigCapital4, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40031
(Commission
File Number)

85-4164597
(I.R.S. Employer
Identification Number)

**1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303**
(Address of principal executive offices)

(650) 276-7040
(Registrant's telephone number, including area code)

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 Instruction 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:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
Units, each consisting of one share of Common Stock, \$0.0001 par value, and one-third of one Redeemable Warrant	GIGGU	The Nasdaq Stock Market LLC
Common Stock, \$0.0001 par value	GIG	The Nasdaq Stock Market LLC
Redeemable Warrants, each full warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	GIGGW	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders

On December 3, 2021, GigCapital4, Inc. (the “Company”) held a special meeting of its stockholders (the “Special Meeting”). At the Special Meeting, of the 45,949,600 shares of common stock outstanding and entitled to vote, 35,368,566 shares were represented, constituting a quorum. The final results for each of the matters submitted to a vote of stockholders at the Special Meeting are as follows:

Proposal No. 1—The Business Combination Proposal: The stockholders approved and adopted the Merger Agreement, dated as of June 4, 2021 (as it may be amended and/or restated from time to time) by and among the Company, its wholly owned subsidiary, GigCapital4 Merger Sub Corporation, a Delaware corporation (“Merger Sub”), BigBear.ai Holdings, LLC, a Delaware limited liability company formerly known as Lake Intermediate, LLC (“BigBear”), and BBAI Ultimate Holdings, LLC, a Delaware limited liability company formerly known as PCISM Ultimate Holdings, LLC and the sole equity holder of BigBear (“Ultimate”), and approved the transactions contemplated thereby, including (x) the merger of Merger Sub with and into BigBear, with BigBear surviving the first merger (the “First Merger”), (y) immediately following the First Merger, the merger of BigBear (as the entity surviving the First Merger) with and into the Company, with the Company surviving the second merger (the “Second Merger” and together with the First Merger, the “Business Combination”), and (z) the payment of the Cash Merger Consideration and the Equity Merger Consideration to Ultimate as the sole equity holder of BigBear, as merger consideration, by the votes set forth in the table below:

For	Against	Abstained
33,227,416	2,084,479	56,671

Proposal No. 2—The Nasdaq Stock Issuance Proposal: The stockholders approved, for purposes of complying with applicable Nasdaq listing rules, the issuance of more than 20% of the Company’s outstanding GigCapital4 Common Stock in connection with the Business Combination, and the transactions contemplated by the Convertible Note Subscription Agreements (as defined below), including up to 105,000,000 shares of GigCapital4 Common Stock to Ultimate as the sole equity holder of BigBear, and 23,058,594 shares of GigCapital4 Common Stock upon conversion of the convertible notes issued to certain investors, by the votes set forth in the table below:

For	Against	Abstained
33,226,873	2,085,020	56,673

Proposal No. 3—Classification of the Board of Directors Proposal: The stockholders approved and adopted an amendment to the Company’s current amended and restated certificate of incorporation to provide for the classification of the Company’s board of directors into three classes of directors with staggered terms of office and to make certain related changes, by the votes set forth in the table below:

For	Against	Abstained
33,164,355	2,147,539	56,672

Proposal No. 4—Approval of Additional Amendments to Current Amended and Restated Certificate of Incorporation in Connection with the Business Combination Proposal: The stockholders approved and adopted certain amendments to the Company’s current amended and restated certificate of incorporation to provide for certain additional changes, including but not limited to, changing the post-combination company’s corporate name from “GigCapital4, Inc.” to “BigBear.ai Holdings, Inc.” and eliminating certain provisions specific to the Company’s status as a blank check company, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
33,227,214	2,084,681	56,671

Proposal No. 5a—Long Term Incentive Plan Proposal: The stockholders approved the BigBear.ai Holdings, Inc. 2021 Long-Term Incentive Plan (the “2021 Plan”), including the authorization of the initial share reserve under the 2021 Plan, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
33,180,366	2,131,235	56,965

Proposal No. 5b—Employee Stock Purchase Plan Proposal: The stockholders approved the BigBear.ai Holdings, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”), including the authorization of the initial share reserve under the 2021 ESPP, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
33,225,494	2,086,326	56,746

Proposal No. 6—The Election of Directors Proposal: The stockholders elected, effective at Closing, eleven directors to serve staggered terms on the Company’s board of directors until the 2022, 2023 and 2024 annual meetings of stockholders, respectively, and until their respective successors are duly elected and qualified, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
33,224,808	2,087,086	56,672

No other items were presented for stockholder approval at the Special Meeting.

Item 7.01 Regulation FD Disclosure.

The information set forth below under this Item 7.01 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

On December 3, 2021, the Company issued a press release announcing the approval of the proposals related to the Business Combination at the Special Meeting. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
99.1	Press Release dated December 3, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Dated: December 3, 2021

By: /s/ Dr. Raluca Dinu

Name: Dr. Raluca Dinu

Title: Chief Executive Officer

**GIGCAPITAL4 AND BIGBEAR.AI ANNOUNCE SHAREHOLDER APPROVAL OF
BUSINESS COMBINATION**

Expected Closing Date of December 7, 2021

Combined Company Expected to Begin Trading on NYSE Under Ticker Symbols “BBAI” and “BBAI.WS,” Respectively, on December 8, 2021

PALO ALTO, Calif. & COLUMBIA, Md. – December 3, 2021 – GigCapital4, Inc. (“GigCapital4”; Nasdaq: GIGGU, GIG, GIGGW), a private-to-public equity (PPE)TM entity also known as a special purpose acquisition company (“SPAC”), and BigBear.ai (“the Company”), a leading provider of artificial intelligence (“AI”), machine learning, cloud-based big data analytics, and cyber engineering solutions, today announced that at the Special Meeting of GigCapital4’s stockholders (the “Special Meeting”) held today, GigCapital4’s shareholders voted to approve the previously announced proposed business combination between GigCapital4 and BigBear.ai, as well as all other proposals related to the Business Combination.

GigCapital4 plans to file the results of the Special Meeting, as tabulated by an independent inspector of elections, on Form 8-K with the Securities and Exchange Commission today.

Based on today’s shareholder approval and subject to the satisfaction or waiver of certain other closing conditions as described in GigCapital4’s definitive proxy statement/prospectus, the Business Combination is expected to be consummated on or about December 7, 2021. Following the consummation of the Business Combination, the combined company will operate as BigBear.ai Holdings, Inc. and its shares of common stock and warrants are expected to trade on the New York Stock Exchange beginning on December 8, 2021 under the symbols “BBAI” and “BBAI.WS,” respectively.

About BigBear.ai

A leader in decision dominance for more than 20 years, BigBear.ai operationalizes artificial intelligence and machine learning at scale through its end-to-end data analytics platform. The company uses its proprietary AI/ML technology to support its customers’ decision-making processes and deliver practical solutions that work in complex, realistic, and imperfect data environments. In addition, BigBear.ai’s composable AI-powered platform solutions work together as often as they stand alone: Observe (data ingestion and conflation), Orient (composable machine learning at scale), and Dominate (visual anticipatory intelligence and optimization).

BigBear.ai’s customers, which include the U.S. Intelligence Community, Department of Defense, the U.S. Federal Government, as well as customers in the commercial sector, rely on BigBear.ai’s high-value software products and technology to analyze information, identify and manage risk, and support mission-critical decision making. Headquartered in Columbia, Maryland, BigBear.ai has additional locations in Virginia, Massachusetts, Michigan, and California. For more information, please visit: <http://bigbear.ai/> and follow BigBear.ai on Twitter: [@BigBearai](https://twitter.com/BigBearai).

About GigCapital4

GigCapital4, Inc. is a Private-to-Public Equity (PPE)TM company, also known as a blank check company or special purpose acquisition company (SPAC), focusing on the technology, media and telecommunications (TMT) and sustainable industries. It was sponsored by GigAcquisitions4, 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.

“Private-to-Public Equity (PPE)” is a trademark of GigFounders, LLC, an affiliate GigCapital4, and is used pursuant to agreement.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the business combination between GigCapital4 and the Company and the closing of those transactions, and statements regarding our management team’s expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding the future, including possible business combinations, revenue growth and financial performance, product expansion and services. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this press release are based on our current expectations and beliefs made by the management of GigCapital4 and the Company in light of their respective experience and their perception of historical trends, current conditions and expected future developments and their potential effects on the Company and GigCapital4 as well as other factors they believe are appropriate in the circumstances. There can be no assurance that future developments affecting the Company or GigCapital4 will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including regulatory approvals, the ability of the post-combination company to meet the NYSE listing standards, product and service acceptance, and that the Company will have sufficient capital to operate as anticipated. Should one or more of these risks or uncertainties materialize, or should any of our

assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Additional factors that could cause actual results to differ are discussed under the heading "Risk Factors" and in other sections of GigCapital4's filings with the SEC, and in GigCapital4's current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this press release are made as of the date hereof, based on information available to GigCapital4 and the Company as of the date hereof, and GigCapital4 and the Company assume no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

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