

**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): December 31, 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**

94303
(Zip Code)

(650) 276-7040
(Registrant's Telephone Number, Including Area 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	GIA	New York Stock Exchange
Redeemable warrants, each full warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	GIA.WS	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

On December 31, 2021, Neil Miotto, a member of the Board of Directors (the “Board”) of GigCapital5, Inc. (the “Company”) and member of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee of the Board, resigned effective immediately. Mr. Miotto’s resignation is not the result of any disagreement with the Company.

Appointment of Director

On December 31, 2021, the Board appointed Sharmila Makhija, MD, MBA, as a new member of the Board and as a member of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee of the Board, with such appointment to be effective immediately. Dr. Makhija has also been appointed to serve as the Chair of the Compensation Committee to be effective immediately.

Dr. Makhija fills the vacancy created by the resignation of Mr. Miotto and will serve on the Board until her successor has been elected and qualified, subject, however, to any earlier death, resignation, retirement, disqualification or removal.

Dr. Makhija will also enter into the Company’s standard director and officer indemnification agreement, the form of which was previously filed by the Company as Exhibit 10.8 to Amendment No. 1 to the Company’s Registration Statement on Form S-1/A (Registration No. 333- 254038), filed with the Securities and Exchange Commission on March 19, 2021.

There are no arrangements or understandings between Dr. Makhija and any other persons pursuant to which she was appointed as a director. Furthermore, there are no transactions in which Dr. Makhija has an interest that would be required to be reported under Item 404(a) of Regulation S-K.

On January 5, 2022, the Board appointed Raanan Horowitz as the Chair of the Nominating and Corporate Governance Committee to be effective immediately.

Item 8.01 Other Events.

On January 5, 2022, the Company issued a press release announcing the appointment of Dr. Makhija. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 [Press Release of the Company, dated January 5, 2022](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: January 5, 2022

By: /s/ Dr. Raluca Dinu
Dr. Raluca Dinu
President and Chief Executive Officer



Dr. Sharmila Makhija Joins GigCapital5 Board of Directors

PALO ALTO, Calif., – January 5, 2022 – GigCapital5, Inc. (NYSE: GIA, GIA.U, GIA.WS) (the “Company” or “GigCapital5”) today announced that Dr. Sharmila Makhija, MD, MBA, an international expert on gynecologic cancer, has joined the Company’s Board of Directors.

In addition, Dr. Makhija will serve as Healthcare Advisor to GigCapital5’s affiliate and serial SPAC issuer GigCapital Global (“GigCapital”). In her role as Healthcare Advisor to GigCapital, Dr. Makhija provides her medical and business expertise across its Private-to-Public Equity (PPE)[™] initiatives, which includes six public SPACs, four of which have closed transactions – Kaleyra (NYSE: KLR), UpHealth (NYSE: UPH), Lightning eMotors (NYSE: ZEV), and BigBear.ai (NYSE: BBAI).

“We are thrilled to welcome such a high caliber professional to the GigCapital family,” said Dr. Avi Katz, Founding Managing Partner of GigCapital. “Sharmila will not only serve as a Board of Director member to GigCapital5 as we seek to identify and complete a business combination, but also as a trusted advisor across the GigCapital platform as we identify and vet companies, especially those in the advanced medical equipment and healthcare technology industries.”

Dr. Makhija currently serves as Department Chair of Obstetrics & Gynecology and Women’s Health, professor of gynecologic oncology, and the The Chella and Moise Safra Endowed Chair at the Albert Einstein College of Medicine and Montefiore Health System.

Dr. Makhija earned her B.A. in chemistry from Cornell University, medical degree from the University of Alabama at Birmingham and completed her obstetrics and gynecology residency at the University of Louisville Hospital and a fellowship in gynecologic oncology at Memorial Sloan-Kettering Cancer Center in New York. She received her executive MBA from Emory’s Goizueta Business School. She has held faculty positions at the University of Pittsburgh and named a Women’s Reproductive Health Research Scholar (NIH K12, WRHR) and the University of Alabama at Birmingham, where she continued as a WRHR scholar, tenured associate professor and received the medical education award and the Argus Teaching Award from the medical school. At Emory University, she was division chief of gynecologic oncology, a Georgia Cancer Coalition Distinguished Cancer Scholar, and the Leach Endowed Chair in obstetrics and gynecology. She served as Department Chair of Obstetrics, Gynecology and Women’s Health, tenured professor of gynecologic oncology, and the Donald E. Baxter Endowed Chair in obstetrics and gynecology at the University of Louisville School of Medicine. While at the University of Louisville, she was the Chief Medical and Operations Officer for the Center for Women’s and Infants as well as an instructor for the course “Economics of Health Sector Management” at the UofL College of Business, executive MBA program. She presently serves on the Board of *Every Mother Counts*, nonprofit founded by Christy Turlington Burns focused on improving maternal health care worldwide; the Clinical Leadership Committee of the American Hospital Association; and as Deputy Editor of JAAPI, a peer-reviewed medical and healthcare journal of the American Association of Physicians of Indian Origin (AAPI). Dr. Makhija has received numerous awards for her dedication to women’s health including the Spirit of Achievement Award at the Albert Einstein College of Medicine and Humanitarian Hero, *Good Housekeeping*.

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.

About GigCapital Global

GigCapital is the first Private-to-Public Equity (PPE) business and technology executive group dedicated to taking high-quality, private, technology, media, and telecommunications (“TMT”) companies to the public market. Our “IPO-in-a-box” methodology provides an alternative to the lengthy traditional IPO process, and our Mentor Investor (MI)[™] mission fosters public market readiness and growth to the unicorn stage. For more information, visit www.gigcapitalglobal.com.

GigCapital5, Inc. is one of GigCapital’s PPE companies.

“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.

MEDIA CONTACT

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