

**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): January 28, 2026

GigCapital9 Corp.
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

001-43074
(Commission
File Number)

98-1894186
(I.R.S. Employer
Identification Number)

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

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)

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 Class A ordinary share, \$0.0001 par value, and one right to receive one-fifth of one Class A ordinary share	GIXXU	The Nasdaq Stock Market LLC
Class A ordinary shares, \$0.0001 par value	GIX	The Nasdaq Stock Market LLC
Rights, one right to receive one-fifth of one Class A ordinary share, each five rights entitling the holder thereof to receive one Class A ordinary share upon the consummation of a business combination	GIXXR	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 8.01 Other Events

As previously disclosed by the Company in its Current Report on Form 8-K, as filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 30, 2026 (the “**IPO Closing 8-K**”), the Company consummated its initial public offering (the “**IPO**”) on January 28, 2026, resulting in the issuance of an aggregate of 25,300,000 units (the “**Units**”). Each Unit consists of one Class A ordinary share of the Company, par value \$0.0001 per share (each an “**Class A Ordinary Share**”), and one right to receive one-fifth of a Class A Ordinary Share (a “**Public Right**”), with each five rights entitling the holder thereof to receive one Class A Ordinary Share upon the consummation of an initial business combination. The Units were sold at a price of \$10.00 per Unit, and the IPO generated gross proceeds to the Company of \$253,000,000.

As also previously disclosed in the IPO Closing 8-K, simultaneously with the closing of the IPO, the Company completed the private sale and issuance of an aggregate of 107,500 units (the “**Private Placement Units**”) to GigAcquisitions9 Corp. (the “**Sponsor**”), three of the Company’s directors, certain other GigCapital Global advisors and Lynrock Lake Master Fund LP at a price of \$9.7374 per unit, generating gross proceeds to the Company of \$1,046,771. Each Private Placement Unit consists of one Class A Ordinary Share and one right to receive one-fifth of a Class A Ordinary Share, with each five rights entitling the holder thereof to receive one Class A Ordinary Share upon the consummation of an initial business combination.

In addition, as also previously disclosed in the IPO Closing 8-K, simultaneously with the closing of the IPO, the Company completed the private sale and issuance to certain non-managing investors (none of which are affiliated with any member of the Company’s management, the Sponsor or any other investor) of (i) an aggregate of 3,178,430 Class B ordinary shares of the Company, par value of \$0.0001 per share (“**Class B Ordinary Shares**”) at a price of \$0.023254 per share and (ii) an aggregate of 281,454 Private Placement Units at a price of \$9.7374 per unit, generating gross proceeds to the Company of \$2,814,541.

A total of \$253,000,000 of the proceeds received by the Company from the IPO and the above-described private placements, were placed in a U.S.-based trust account at JPMorgan Chase Bank, N.A. maintained by Continental Stock Transfer & Trust Company, acting as trustee.

An audited balance sheet as of January 28, 2026, reflecting receipt of the proceeds upon consummation of the IPO, and the sale of the Private Placement Units and Class B Ordinary Shares has been issued by the Company and is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Audited Balance Sheet of GigCapital9 Corp. as of January 28, 2026.
104	Cover Page Interactive Data File

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.

GIGCAPITAL9 CORP.

Dated: February 3, 2026

By: /s/ Dr. Avi S. Katz
Dr. Avi S. Katz
Chief Executive Officer

GigCapital9 Corp.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Shareholders of GigCapital9 Corp.

Opinion on the Financial Statements

We have audited the accompanying balance sheet of GigCapital9 Corp. (a Cayman Islands exempted company) (the “Company”) as of January 28, 2026, and the related notes (collectively referred to as the “financial statement”). In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Company as of January 28, 2026, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

The financial statement is the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

/s/ BPM LLP

We have served as the Company’s auditor since 2025.

San Jose, California
February 3, 2026.

GigCapital9 Corp.
Balance Sheet

January 28,
2026

ASSETS		
Current assets		
Cash	\$	2,265,679
Prepaid expenses and other current assets		166,119
Total current assets		<u>2,431,798</u>
Cash held in trust account		253,000,000
Other assets		63,972
TOTAL ASSETS		<u>\$255,495,770</u>
LIABILITIES, REDEEMABLE ORDINARY SHARES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$	3,631
Accrued liabilities		335,139
Total liabilities		<u>338,770</u>
Commitments and contingencies (Note 4)		
Class A ordinary shares subject to possible redemption, par value of \$0.0001 per share; 200,000,000 shares authorized; 25,300,000 shares issued and outstanding at a redemption value of \$10.00 per share		<u>253,000,000</u>
Shareholders' equity:		
Preferred shares, par value of \$0.0001 per share; 1,000,000 shares authorized; none issued or outstanding		—
Class A ordinary shares, par value of \$0.0001 per share; 200,000,000 shares authorized; 388,954 issued and outstanding (excludes 25,300,000 shares subject to possible redemption)		39
Class B ordinary shares, par value of \$0.0001 per share; 20,000,000 shares authorized; 10,857,857 shares issued and outstanding		1,086
Additional paid-in capital		2,208,180
Accumulated deficit		<u>(52,305)</u>
Total shareholders' equity		<u>2,157,000</u>
TOTAL LIABILITIES, REDEEMABLE ORDINARY SHARES AND SHAREHOLDERS' EQUITY		<u>\$255,495,770</u>

The accompanying notes are an integral part of this balance sheet.

Note 1. Description of Organization and Business Combination

Organization and General

GigCapital9 Corp. (the “Company”) was incorporated as a Cayman Islands exempted company on October 29, 2025. The Company was formed for the purpose of effecting a merger, capital share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the “Business Combination”). The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended (the “Securities Act”), as modified by the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) upon closing of the initial public offering. The Company’s sponsor is GigAcquisitions9 Corp., a Cayman Island exempted company (the “Sponsor” and is sometimes referred to as the “Founder”).

As of January 28, 2026, the Company had not commenced any operations. All activity for the period from October 29, 2025 (date of inception) through January 28, 2026 relates to the Company’s formation and the initial public offering (the “Offering”), described below. The Company will not generate any operating revenues until after completion of the Business Combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the Offering. The Company has selected December 31 as its fiscal year end.

On January 23, 2026, the Registration Statement on Form S-1 (File No. 333-291869), as amended (the “Registration Statement”), relating to the Offering of the Company was declared effective by the Securities and Exchange Commission (the “SEC”).

The Company entered into an underwriting agreement with D. Boral Capital LLC (the “Underwriter”) on January 26, 2026 to conduct the Offering of 22,000,000 units (the “Units”) in the amount of \$220.0 million in gross proceeds, with a 45-day option provided to the Underwriter to purchase up to 3,300,000 additional Units solely to cover over-allotments, if any, in the amount of up to \$33.0 million in additional gross proceeds. Each Unit consists of one share of the Company’s Class A ordinary shares, \$0.0001 par value, and one right to receive one-fifth (1/5) of one Class A ordinary share upon the consummation of an initial Business Combination.

On January 28, 2026, the Company consummated the Offering of 25,300,000 Units, including the issuance of 3,300,000 Units as a result of the Underwriter’s exercise in full of their over-allotment option. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$253,000,000.

Certain institutional accredited investors (none of which are affiliated with any member of management, the Sponsor or any other investor (the “non-managing investors”)) purchased an aggregate of (a) 3,178,430 Class B ordinary shares (the “Private Investor Shares”) at a purchase price per Class B ordinary share of \$0.023254, and (b) an aggregate of 281,454 private placement units consisting of one Class A ordinary share and one right to receive one-fifth (1/5) of one Class A ordinary share upon consummation of the initial Business Combination at a price of \$9.7374 per unit in a private placement that occurred simultaneously with the completion of the Offering (the “Private Placement Unit”) for an aggregate purchase price of \$2,814,541. The Private Investor Shares along with the Founder Shares (as defined below—see Note 4) collectively represent 30% of the outstanding ordinary shares, excluding the private placement shares that are an underlying security to the Private Placement Units. The private placement proceeds will be used to pay for business, legal and accounting due diligence expenses on acquisition targets and continuing general and administration expenses.

Following the closing of the Offering, proceeds in the amount of \$253,000,000 from the sale of the Units in the Offering were placed in a trust account (the “Trust Account”) (discussed below).

Transaction costs amounted to \$1,677,007, consisting of \$1,025,000 of underwriting fees and \$652,007 of offering costs. The Company’s remaining cash after payment of the offering costs is held outside of the Trust Account for working capital purposes.

The Trust Account

The funds in the Trust Account will be invested only in U.S. government treasury bills with a maturity of one hundred and eighty-five (185) days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act of 1940 which invest only in direct U.S. government obligations. Funds will remain in the Trust Account until the earlier of (i) the completion of the Business Combination or (ii) the distribution of the Trust Account as described below. The remaining proceeds from the Offering outside the Trust Account may be used to pay for business, legal and accounting due diligence expenses on acquisition targets and continuing general and administrative expenses.

The Company's memorandum and articles of association provides that, other than the withdrawal of interest to pay taxes, none of the funds held in the Trust Account will be released until the earlier of: (1) the completion of an initial Business Combination; (2) the redemption of 100% of the outstanding public shares if the Company has not completed an initial Business Combination within 24 months from the closing of the Offering or (3) the redemption of any public shares properly tendered in connection with a shareholder vote to amend the memorandum and articles of association (A) to modify the substance or timing of the Company's obligation to redeem 100% of the Company's public shares if the Company does not complete its initial Business Combination within the required time period or (B) with respect to any other provision relating to the Company's pre-business combination activity and related shareholders' rights.

Business Combination

The Company's management has broad discretion with respect to the specific application of the proceeds of the Offering, although substantially all of the proceeds of the Offering are intended to be generally applied toward consummating a Business Combination with (or acquisition of) a Target Business. As used herein, "Target Business" must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (less withdrawals to pay taxes, if any, and such withdrawals can only be made from interest and not from the principal held in the Trust Account) at the time the Company signs a definitive agreement in connection with the Business Combination. There is no assurance that the Company will be able to successfully effect a Business Combination.

The Company, after signing a definitive agreement for a Business Combination, will either (i) seek shareholder approval of the Business Combination at a meeting called for such purpose in connection with which shareholders may seek to redeem their shares, regardless of whether they vote for or against the Business Combination, for cash equal to their pro rata share of the aggregate amount then on deposit in the Trust Account as of two business days prior to the consummation of the initial Business Combination, including interest but less taxes payable, or (ii) provide shareholders with the opportunity to have their shares redeemed by the Company by means of a tender offer (and thereby avoid the need for a shareholder vote) for an amount in cash equal to their pro rata share of the aggregate amount then on deposit in the Trust Account as of two business days prior to commencement of the tender offer, including interest but less taxes payable. The decision as to whether the Company will seek shareholder approval of the Business Combination or will allow shareholders to redeem their shares in a tender offer will be made by the Company, solely in its discretion, and will be based on a variety of factors such as the timing of the transaction and whether the terms of the transaction would otherwise require the Company to seek shareholder approval unless a vote is required by the rules of the Nasdaq Global Market tier of The Nasdaq Stock Market LLC ("Nasdaq"). If the Company seeks shareholder approval, it will complete its Business Combination only if a majority of the outstanding shares are voted in favor of the Business Combination.

If the Company holds a shareholder vote or there is a tender offer for shares in connection with the Business Combination, a public shareholder will have the right to redeem their shares for an amount in cash equal to their pro rata share of the aggregate amount then on deposit in the Trust Account as of two business days prior to the consummation of the initial Business Combination, including interest but less taxes payable. As a result, such ordinary shares were recorded at redemption amount and classified as temporary equity upon the completion of the Offering. The amount in the Trust Account of \$253,000,000 represents 25,300,000 public shares at \$10.00 per public share.

The Company has 24 months from the closing date of the Offering to complete its initial Business Combination. If the Company does not complete a Business Combination within this period of time, it shall (i) cease all operations except for the purposes of winding up; (ii) as promptly as reasonably possible, but not more than ten business days thereafter, redeem the public shares for a per share pro rata portion of the Trust Account, including interest, but less amounts withdrawn to pay taxes, if any (less up to \$100,000 of such net interest to pay dissolution expenses) and (iii) as promptly as possible following such redemption, dissolve and liquidate the balance of the Company's net assets to its creditors and remaining shareholders, as part of its plan of dissolution and liquidation. The Sponsor and those certain institutional investors participating in the private placement each entered into agreements with the Company, pursuant to which they agreed: (1) to waive their redemption rights with respect to their Founder Shares (as defined below), Private Investor Shares (as defined below), private placement shares and any Class A ordinary shares issuable upon conversion thereof in connection with the consummation of the Company's initial Business Combination or a tender offer conducted prior to a Business Combination or in connection with it; (2) to waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares, Private Investor Shares and private placement shares if the Company fails to complete its initial Business Combination within 24 months from the closing of the Offering, although they will be entitled to liquidating distributions from the Trust Account with respect to any public shares they hold if the Company fails to complete its initial Business Combination within the prescribed time frame; and (3) to waive their redemption rights with respect to their Founder Shares, Private Investor Shares and private placement shares in connection with a shareholder vote to approve an amendment to the Company's amended and restated memorandum and articles of association that would modify the substance or timing of the Company's obligation to redeem 100% of the Company's public shares if the Company does not timely complete its initial Business Combination or with respect to any other provision relating to shareholders' rights or pre-business (per above under Trust Account) combination activity.

In the event of such distribution, it is possible that the per share value of the residual assets remaining available for distribution (including Trust Account assets) will be less than the initial public offering price per unit in the Offering.

Liquidity

Prior to the completion of the Offering, the Company lacked the liquidity it needed to sustain operations for a reasonable period of time, which is considered to be one year from the issuance date of the financial statement. The Company completed its Offering and the private placement at which time capital in excess of the funds deposited in the Trust Account and/or used to fund Offering expenses was released to the Company for general working capital purposes. Accordingly, management has re-evaluated the Company's liquidity and financial condition and determined that sufficient capital exists to sustain operations for at least one year from the date that the financial statement was issued, and therefore the substantial doubt has been alleviated.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Emerging Growth Company

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised accounting standard at the time private companies adopt the new or revised standard.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash held in financial institutions, which at times, may exceed federally insured limits. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

Cash and Cash Equivalents

The Company considers all short-term investments with a maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of January 28, 2026.

Cash and Marketable Securities Held in Trust Account

As of January 28, 2026, the assets held in the Trust Account consisted of cash.

Offering Costs

The Company complies with the requirements of Accounting Standards Codification (“ASC”) 340-10-S99-1 and SEC Staff Accounting Bulletin (“SAB”) Topic 5A – “Expenses of Offering.” Offering costs in the amount of \$1,677,007 consist principally of professional and registration fees incurred through the balance sheet date that are related to the Offering. Offering costs were allocated to the separable financial instruments issued in the Offering based on a relative fair value basis, compared to total proceeds received. Offering costs allocated to the public shares were charged to temporary equity and Offering costs allocated to public rights (as defined in Note 3) were charged to shareholders’ equity upon the completion of the Offering.

Class A Ordinary Shares Subject to Possible Redemption

Conditionally redeemable ordinary shares (including ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company’s control) are classified as temporary equity. At all other times, ordinary shares are classified as shareholders’ equity (deficit). The Company’s Class A ordinary shares feature certain redemption rights that are considered to be outside of the Company’s control and subject to occurrence of uncertain future events. Accordingly, as of January 28, 2026, Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders’ equity section of the Company’s balance sheet. Immediately upon the closing of the Offering, the Company recognized the accretion from initial book value to redemption value. The change in the carrying value of redeemable ordinary shares resulted in charges against additional paid-in capital. As of January 28, 2026, 25,300,000 shares of Class A ordinary shares were issued and outstanding and subject to possible redemption. As of January 28, 2026, the Class A ordinary shares subject to possible redemption reflected on the balance sheet are reconciled in the following table:

	<u>As of January 28, 2026</u>
Gross Proceeds	\$ 253,000,000
Less:	
Proceeds allocated to public rights	(9,917,756)
Ordinary share issuance costs	(1,611,267)
Plus:	
Accretion of carrying value to redemption value	11,529,023
Class A ordinary shares subject to possible redemption	<u>\$ 253,000,000</u>

Financial Instruments

The fair value of the Company's assets and liabilities approximates the carrying amounts represented in the balance sheet.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates.

Segment Information

Operating segments are defined as components of an enterprise that engage in business activities from which it may recognize revenues and incur expenses, and for which separate financial information is available that is regularly evaluated by the Company's chief operating decision maker ("CODM"), or group, in deciding how to allocate resources and assess performance.

The Company's CODM has been identified as the Chief Executive Officer, who reviews the operating results for the Company as a whole to make decisions about allocating resources and assessing financial performance. Accordingly, management has determined that the Company only has one reportable segment.

The CODM assesses performance for the single segment and decides how to allocate resources based on net income (loss) that also is reported on the statement of operations and comprehensive loss. The key measures of segment profit (loss) reviewed by the CODM are general and administrative expenses. General and administrative expenses are reviewed and monitored by the CODM to manage and forecast cash to ensure enough capital is available to complete a Business Combination within the business combination period. The CODM also reviews general and administrative expenses to manage, maintain and enforce all contractual agreements to ensure costs are aligned with all agreements and budget.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes under Accounting Standards Codification ("ASC") 740, "Income Taxes" ("ASC 740"). Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of January 28, 2026. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company is considered to be an exempted Cayman Islands company with no connection to any other taxable jurisdiction and is presently not subject to income taxes or income tax filing requirements in the Cayman Islands, and the Company believes it is presently not subject to income taxes or income tax filing requirements in the United States. As such, the Company's tax provision was zero for the period presented.

Share Rights

The Company accounted for the public and private placement rights issued in connection with the Offering and the private placement in accordance with the guidance contained in ASC Topic 815, “Derivatives and Hedging.” Accordingly, the Company evaluated and classified the rights under equity treatment at their assigned value.

Recent Accounting Pronouncements

The Company does not believe that any recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on the Company’s balance sheet.

Note 3. Offering

On January 28, 2026 the Company completed the Offering whereby the Company sold 25,300,000 Units at a price of \$10.00 per Unit. Each Unit consists of one share of the Company’s Class A ordinary shares, \$0.0001 par value and one right to receive one-fifth (1/5) of one Class A ordinary share upon consummation of the initial Business Combination.

The Company will not issue fractional shares in connection with an exchange of rights. Fractional shares will either be rounded down to the nearest whole share or otherwise determined by the board of directors as provided by Cayman Islands laws. As a result, the holder must hold rights in multiples of five in order to receive shares for all of the rights upon closing of an initial Business Combination.

The Company paid an underwriting discount of \$0.0405 to the Underwriter at the closing of the Offering.

Certain non-managing investors purchased an aggregate of (a) 3,178,430 Class B ordinary shares at a purchase price per Class B ordinary share of \$0.023254, and (b) an aggregate of 281,454 Private Placement Units consisting of one Class A ordinary share and one right to receive one-fifth (1/5) of one Class A ordinary share upon consummation of the initial Business Combination at a price of \$9.7374 per unit in a private placement that occurred simultaneously with the completion of the Offering for an aggregate purchase price of \$2,814,541. The Private Investor Shares along with the Founder Shares and Insider Shares (as defined below) collectively represent approximately 30% of the outstanding ordinary shares upon completion of the Offering, excluding the private placement shares that are an underlying security to the Private Placement Units. The private placement proceeds will be used to pay for business, legal and accounting due diligence expenses on acquisition targets and continuing general and administration expenses.

Note 4. Related Party Transactions

Founder Shares

On October 29, 2025 (date of inception), one Class B ordinary share that was allotted to Harneys Fiduciary (Cayman) Limited (“Harneys Fiduciary”) upon the Company’s formation was transferred by Harneys Fiduciary to the Founder and 7,850,228 Class B ordinary shares (the 7,850,229 Class B ordinary shares collectively are the “Founder Shares”) were issued to the Founder for an aggregate purchase price of \$25,000. On November 20, 2025, the Founder surrendered 185,802 Class B ordinary shares to the Company (which were cancelled) for no consideration, with the resulting 7,664,427 Founder Shares paid at a purchase price of \$0.00326 per share.

On November 24, 2025, the Company granted 15,000 Class B ordinary shares to its Chief Financial Officer (the “Insider Shares”), solely in consideration of future services, which remain subject to forfeiture back to the Company in the event the Chief Financial Officer resigns or is removed for cause prior to consummation of an initial Business Combination.

At the consummation of the Offering the Founder sold 580,672 Founder Shares in the aggregate to six advisors to GigCapital Global (“Insiders”) at an aggregate price of \$13,503, or \$0.023254 per share, and 611,236 Founder Shares to Lynrock Lake Master Fund LP (“Lynrock”) at an aggregate price of \$14,214. Following this sale of Founder Shares, the Founder holds 6,472,519 Founder Shares. The Founder Shares are identical to the Class A ordinary shares included in the Units sold in the Offering except that the Founder Shares are subject to certain transfer restrictions, as described in more detail below.

Private Placement Units

Simultaneously with the closing of the Offering, the Founder, Insiders and Lynrock purchased from the Company 107,500 Private Placement Units pursuant to a Unit Purchase Agreement. In addition, as discussed in Note 3, the non-managing investors purchased 281,454 Private Placement Units at a price of \$9.7374 per Private Placement Unit. Each five rights included in the Private Placement Units entitle the holder thereof to receive one Class A ordinary share upon the consummation of the initial Business Combination. The Company will not issue fractional shares in connection with an exchange of rights. Fractional shares will either be rounded down to the nearest whole share or otherwise determined by the board of directors as provided by Cayman Islands laws. As a result, the holder must hold rights in multiples of five in order to receive shares for all of their rights upon closing of an initial Business Combination. If the Company is unable to complete an initial Business Combination within the required time period and, as a result, the Company redeems the public shares for the funds held in the Trust Account, holders of rights will not receive any of such funds for their rights and the rights will expire worthless.

The Company's Founder, Insiders, Lynrock and the non-managing investors have each agreed not to transfer, assign or sell any of their respective Founder Shares, Private Investor Shares, Private Placement Units or underlying securities to the Private Placement Units that they may hold from the date of the Offering until the date that is (i) in the case of the Founder Shares and the Private Investor Shares, the earlier of (A) 6 months after the date of the consummation of the Company's initial Business Combination or (B) subsequent to the Company's initial Business Combination, (x) the date on which the last sale price of the Company's Class A ordinary shares equals or exceeds \$11.50 per share (as adjusted for share splits, share dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 90 days after the Company's initial Business Combination, or (y) the date on which the Company consummates a liquidation, merger, share exchange or other similar transaction after the Company's initial Business Combination which results in all of the Company's shareholders having the right to exchange their ordinary shares for cash, securities or other property, and (ii) in the case of the Private Placement Units (and its underlying securities), until 30 days after the completion of the Company's initial Business Combination.

If the Company does not complete a Business Combination, then a portion of the proceeds from the sale of the Private Investor Shares and Private Placement Units will be part of the liquidating distribution to the public shareholders.

Registration Rights

The Company's Founder, Insiders, Lynrock and the non-managing investors and their permitted transferees are entitled to registration rights pursuant to a registration rights agreement to be signed on the date of the prospectus for the Offering with respect to their respective Founder Shares, Private Investor Shares, Private Placement Units or the underlying securities to the Private Placement Units. These holders will be entitled to make up to three demands, excluding short form registration demands, that the Company register such securities for sale under the Securities Act. In addition, these holders will have "piggy-back" registration rights to include their securities in other registration statements filed by the Company. The Company will bear the expenses incurred in connection with the filing of any such registration statements. There will be no penalties associated with delays in registering the securities under the proposed registration rights agreement.

Related Party Loan

The Company entered into a promissory note with the Sponsor with a principal amount of \$100,000 (the "Promissory Note"), of which none remained outstanding as of January 28, 2026, to be used for the payment of expenses related to the Offering. The Promissory Note was non-interest bearing, unsecured and was due on the earlier of (i) December 31, 2025 or (ii) the date on which the Company consummated the Offering.

Administrative Services Agreement and Other Agreements

The Company has agreed to pay \$30,000 a month for office space, administrative services and secretarial support to an affiliate of the Founder, GigManagement, LLC. Services commenced on January 27, 2026, the date the securities were first listed on Nasdaq, and will terminate upon the earlier of the consummation by the Company of a Business Combination or the liquidation of the Company.

Note 5. Shareholders' Equity

Preferred Shares

The Company is authorized to issue 1,000,000 preferred shares with such designations, voting and other rights and preferences as may be determined from time to time by the board of directors. As of January 28, 2026, there were no preferred shares issued and outstanding.

Class A Ordinary Shares

The Company is authorized to issue 200,000,000 Class A ordinary shares with a par value of \$0.0001 per share. As of January 28, 2026, there were 25,688,954 Class A ordinary shares issued and outstanding, of which 25,300,000 Class A ordinary shares are subject to possible redemption.

Class B Ordinary Shares

The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of \$0.0001 per share. As of January 28, 2026, there were 10,857,857 Class B ordinary shares issued and outstanding of which 15,000 shares are subject to forfeiture in the event the Chief Financial Officer resigns or is removed for cause prior to consummation on an initial Business Combination.

Rights

Except in cases where the Company is not the surviving company in an initial Business Combination, each holder of a right will automatically receive one-fifth (1/5) of one Class A ordinary share upon consummation of an initial Business Combination. In the event the Company is not the surviving company upon completion of an initial Business Combination, each holder of a right will be required to affirmatively convert his, her or its rights in order to receive the one-fifth (1/5) of a Class A ordinary share of the new entity underlying each right upon consummation of the initial Business Combination. The Company will not issue fractional shares in connection with an exchange of rights. Fractional shares will either be rounded down to the nearest whole share or otherwise determined by the board of directors as provided by Cayman Islands laws. As a result, each holder must hold rights in multiples of five in order to receive shares for all of the rights upon closing of an initial Business Combination. If the Company is unable to complete an initial Business Combination within the required time period and redeems the public shares for the funds held in the Trust Account, holders of rights will not receive any of such funds for their rights and the rights will expire worthless.

Stock-based Compensation

Included in the outstanding Class B ordinary shares are 15,000 Insider Shares issued to Ms. Marshall, the Company's Chief Financial Officer solely in consideration of future services pursuant to the Grant of Insider Shares Agreement dated November 24, 2025, between the Company and Ms. Marshall. The 15,000 Insider Shares issued to Ms. Marshall are subject to forfeiture as described in Note 4. If an initial Business Combination occurs and the 15,000 Insider Shares have not been previously forfeited, the fair value of the Class B ordinary shares on the date the shares vest will be recognized as stock-based compensation in the Company's statement of operations and comprehensive loss when the completion of the Business Combination becomes probable.

Note 6. Fair Value Measurements

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1: Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities.

The public rights have been classified within shareholders' equity and will not require remeasurement after issuance. The public rights were classified as Level 3 of the fair value hierarchy at the measurement dates due to the use of unobservable inputs inherent in assumptions related to the market adjustments as noted below. The following table presents the quantitative information regarding market assumptions used in the valuation of the public rights.

	As of January 28, 2026	
Trading price of Unit	\$	10.00
Share price	\$	9.61
Market adjustment ⁽¹⁾		3.9%
Fair value per right	\$	0.39

(1) Market adjustment reflects additional factors not fully captured by low volatility selection, which may include likelihood of the Business Combination occurring, market perception of lack of available or suitable targets, or possible post-acquisition decline of share price. The adjustment is determined by comparing traded right prices to simulated model outputs.

There were no financial assets or liabilities measured on a recurring basis as of January 28, 2026.

Note 7. Subsequent Events

The Company evaluated subsequent events that occurred after the balance sheet date through February 3, 2026, the date that the financial statement was available to be issued. Based upon this review, the Company did not identify any subsequent events that would have required adjustment to or disclosure in the financial statement.