

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Katz Avi S</u> _____ (Last) (First) (Middle) C/O GIGCAPITAL2, INC. 2479 E. BAYSHORE RD., SUITE 200 _____ (Street) PALO ALTO CA 94303 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GigCapital2, Inc. [GIX.U]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Pres, Exec Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2019		P		417,500	A	\$10 ⁽¹⁾	4,436,487 ⁽²⁾	I	By GigAcquisitions2, LLC (see note below) ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Private Warrants	\$11.5	06/05/2019		P		417,500		(4)	(5)	Common Stock	417,500	\$10 ⁽¹⁾	417,500	I	By GigAcquisitions2, LLC (see note below) ⁽³⁾
Private Rights	(6)	06/05/2019		P		417,500		(7)	(8)	Common Stock	20,875	\$10 ⁽¹⁾	417,500	I	By GigAcquisitions2, LLC (see note below) ⁽³⁾

1. Name and Address of Reporting Person*
Katz Avi S

 (Last) (First) (Middle)
 C/O GIGCAPITAL2, INC.
 2479 E. BAYSHORE RD., SUITE 200

 (Street)
 PALO ALTO CA 94303

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GigAcquisitions2, LLC

 (Last) (First) (Middle)
 C/O GIGCAPITAL2, INC.
 2479 E. BAYSHORE RD., SUITE 200

 (Street)
 PALO ALTO CA 94303

 (City) (State) (Zip)

Explanation of Responses:

1. \$10.00 is the price per Private Unit, with each Private Unit consisting of (i) one share of Common Stock, (ii) one Private Warrant exercisable at price of \$11.50 per share of Common Stock, and (iii) one Private Right which entitles the holder to receive 1/20th of one share of Common Stock upon the consummation of the Company's business combination.

2. Includes 3,482,500 founder shares of Common Stock previously reported in the Form 3 filed by the Reporting Persons on June 5, 2019. Includes up to 524,868 shares of Common Stock that are subject to forfeiture depending on the extent to which the underwriters' over-allotment is exercised, if at all. The total shares reported include a stock dividend of 0.1541 of Common Stock for each outstanding share of Common Stock declared on June 5, 2019 following the effectiveness of the Registration Statement and prior to the private placement purchases reported in this Form 4.

3. The Common Stock, Private Warrants, and Private Rights are held directly by GigAcquisitions2, LLC (the "Sponsor"). The Common Stock, Private Warrants, and Private Rights held by the Sponsor are beneficially owned by Dr. Avi S. Katz, GigCapital2, Inc.'s Chief Executive Officer, President, Executive Chairman of the Board of Directors, and Secretary. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over the shares held by the Sponsor.

4. The Private Warrants will become exercisable on the later of 30 days after the completion of the Company's initial business combination or 12 months from the completion of the Company's initial public offering.

5. The Private Warrants will expire on the fifth anniversary of the Company's completion of its initial business combination.

6. The private rights entitle the holder to receive 1/20th of a share of Common Stock upon consummation of the Company's initial business combination without paying any additional consideration.

7. Upon the consummation of the Company's initial business combination.

8. If the Company is unable to complete its initial business combination within 18 months from the closing date of the offering the Private Rights will expire worthless.

Remarks:

/s/ Dr. Avi S. Katz

06/07/2019

/s/ Dr. Avi S. Katz, as Manager
of GigAcquisitions2, LLC

06/07/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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