

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K/A

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

Date of report (Date of earliest event reported): June 23, 2020

Giga-tronics Incorporated
(Exact Name of Registrant as Specified in Charter)

California
**(State or Other Jurisdiction
of Incorporation)**

0-12719
**(Commission
File Number)**

94-2656341
**(I.R.S. Employer
Identification No.)**

5990 Gleason Drive, Dublin, CA
(Address of Principal Executive Offices)

94568
(Zip Code)

Registrant's Telephone Number, Including Area Code(925) 328-4650

N/A
(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 Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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: None.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, No par value	GIGA	OTCQB Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Explanatory Note: The Registrant is filing this Form 8-K/A to correct Mr. Henckels' title and to reflect that his previous severance agreement provided for nine months of salary and COBRA benefits if he were terminated without cause absent a change in control, rather than six months.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 23, 2020, Giga-tronics Incorporated (the “Company”) entered into amended and restated severance agreements with John Regazzi, its president and chief executive officer, and Lutz Henckels, its executive vice president and chief financial officer.

Both of the agreements provide that if the executive is terminated without cause, the executive will receive severance payments equal to 12 months of salary and reimbursements for COBRA insurance costs for 12 months. If the executive is terminated without cause or resigns for good reason within 12 months of a change of control of the Company, he would instead receive 15 months of salary and reimbursements for COBRA insurance costs for 15 months, as well as full vesting of all of his equity awards. In either case, as a condition to receiving the severance benefits, the executive would be required to sign a release of claims in favor of the Company and comply with the nonsolicitation provisions of his agreement.

Mr. Regazzi’s severance payment amounts are unchanged from his previous agreement. Mr. Henckels’s previous agreement provided for nine months of salary and COBRA severance benefits, whether or not in connection with a change of control. While certain of the executives’ equity awards previously would or could vest upon a change of control, the amended and restated severance agreements provided that all of their equity awards will vest upon a change of control.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 10.1	<u>Severance Agreement between the Company and John Regazzi dated as of June 23, 2020 (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the SEC on June 24, 2020).</u>
Exhibit 10.2	<u>Severance Agreement between the Company and Lutz Henckels dated as of June 23, 2020 (incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the SEC on June 24, 2020).</u>

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.

Date: July 21, 2020

GIGA-TRONICS INCORPORATED

By: /s/ Lutz P. Henckels
Executive Vice President and Chief
Financial Officer