
OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)*

Giga-Tronics Incorporated

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

375175106

(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Item 1(a). Name of Issuer: Giga-tronics Incorporated

Item 1(b). Address of Issuer's Principal Executive Offices:

4650 Norris Canyon Road, San Ramon, CA 94583

Item 2(a). Names of Persons Filing: Frank A. Bonsal, Jr.

Item 2(b). Address of Principal Business Office or, if None, Residence: The

address of the principal business office of Mr. Bonsal is New Enterprise Associates, 1119 St. Paul Street, Baltimore, Maryland 21202.

Item 5. Ownership of Five Percent or Less of a Class.

Mr. Bonsal has ceased to own beneficially more than 5% of the

outstanding Common Stock of Giga-tronics Incorporated.

All other items reported on the Schedule 13G dated as of February 10, 1997 and

filed on behalf of Mr. Bonsal and others with respect to the Common Stock of

Giga-tronics Incorporated remain unchanged.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of
the undersigned certifies that the information set forth in this statement is
true, complete and correct.

Date: February 10, 1998

*

Frank A. Bonsal, Jr.

*By: /s/ Nancy L. Dorman

Nancy L. Dorman
Attorney-in-Fact

This Schedule 13G was executed by Nancy L. Dorman pursuant to Powers of Attorney
filed with the Securities and Exchange Commission on February 13, 1992 in
connection with a Schedule 13G for Advanced Interventional Systems Inc. and on
February 13, 1995 in connection with a Schedule 13G for Acuity Imaging, Inc.,
which Powers of Attorney are incorporated herein by reference.

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