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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-QSB**

(Mark One)

☒ **QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the quarterly period ended September 30, 2006

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT**  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-12719

**GIGA-TRONICS INCORPORATED**

(Exact name of small business issuer as specified in its charter)

California

(State or other jurisdiction of  
incorporation or organization)

94-2656341

(IRS Employer Identification No.)

4650 Norris Canyon Road, San Ramon, CA 94583  
(Address of principal executive offices)

Issuer's telephone number: (925) 328-4650

N/A

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15 (d) of the Exchange Act during the past 12 months (or for shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Common stock outstanding as of November 3, 2006: 4,809,021 shares

Transitional Small Business Disclosure Format (Check one) Yes ☐ No ☒

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GIGA-TRONICS INCORPORATED

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### Part I — FINANCIAL INFORMATION

Item 1

#### CONDENSED CONSOLIDATED BALANCE SHEETS

<u>(In thousands except share data)</u> <u>(Unaudited)</u>	<u>September 30, 2006</u>	<u>March 25, 2006</u>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 3,286	\$ 3,412
Notes receivable	—	3
Trade accounts receivable, net	1,557	3,435
Inventories	5,767	4,813
Prepaid expenses and other assets	260	219
<b>Total current assets</b>	<b>10,870</b>	<b>11,882</b>
Property and equipment, net	375	337
Other assets	103	127
<b>Total assets</b>	<b>\$ 11,348</b>	<b>\$ 12,346</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities		
Accounts payable	\$ 1,019	\$ 870
Accrued commissions	117	171
Accrued payroll and benefits	733	781
Accrued warranty	190	250
Customer advances	997	521
Other current liabilities	379	433
<b>Total current liabilities</b>	<b>3,435</b>	<b>3,026</b>
Deferred rent	173	222
<b>Total liabilities</b>	<b>3,608</b>	<b>3,248</b>
Shareholders' equity		
Preferred stock of no par value;		
Authorized 1,000,000 shares; no shares outstanding at September 30, 2006 and March 25, 2006	—	—
Common stock of no par value;		
Authorized 40,000,000 shares; 4,809,021 shares at September 30, 2006 and March 25, 2006 issued and outstanding	13,075	13,003
Accumulated deficit	(5,335)	(3,905)
<b>Total shareholders' equity</b>	<b>7,740</b>	<b>9,098</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 11,348</b>	<b>\$ 12,346</b>

*See accompanying notes to unaudited condensed consolidated financial statements.*

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# CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands except per share data). (Unaudited)	Three Months Ended		Six Months Ended	
	September 30, 2006	September 24, 2005	September 30, 2006	September 24, 2005
<b>Net sales</b>	\$ 3,934	\$ 3,614	\$ 7,320	\$ 9,397
Cost of sales	2,077	2,391	4,264	5,529
<b>Gross profit</b>	1,857	1,223	3,056	3,868
Product development	938	1,043	1,899	2,009
Selling, general and administrative	1,368	1,331	2,665	2,784
Operating expenses	2,306	2,374	4,564	4,793
<b>Operating loss</b>	(449)	(1,151)	(1,508)	(925)
Interest income, net	37	9	66	14
<b>Loss from continuing operations before income taxes</b>	(412)	(1,142)	(1,442)	(911)
Provision for income taxes	1	—	1	4
<b>Loss from continuing operations</b>	(413)	(1,142)	(1,443)	(915)
Income from discontinued operations, net of income taxes	10	5	13	11
<b>Net loss</b>	\$ (403)	\$ (1,137)	\$ (1,430)	\$ (904)
<b>Basic net loss per share:</b>				
From continuing operations	\$ (0.08)	\$ (0.24)	\$ (0.30)	\$ (0.19)
On discontinued operations	(0.00)	(0.00)	(0.00)	(0.00)
<b>Basic net loss per share</b>	\$ (0.08)	\$ (0.24)	\$ (0.30)	\$ (0.19)
<b>Diluted net loss per share:</b>				
From continuing operations	\$ (0.08)	\$ (0.24)	\$ (0.30)	\$ (0.19)
On discontinued operations	(0.00)	(0.00)	(0.00)	(0.00)
<b>Diluted net loss per share</b>	\$ (0.08)	\$ (0.24)	\$ (0.30)	\$ (0.19)
Shares used in per share calculation:				
Basic	4,809	4,778	4,809	4,755
Dilutive	4,809	4,778	4,809	4,755

See accompanying notes to unaudited condensed consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)	Six Months Ended	
	September 30, 2006	September 24, 2005
<b>Cash flows provided from operations:</b>		
Net loss	\$ (1,430)	\$ (904)
Adjustments to reconcile net loss to net cash provided by operations:		
Depreciation and amortization	124	266
Deferred rent	(49)	(42)
Equity based compensation	72	—
Changes in operating assets and liabilities	1,319	1,677
<b>Net cash provided by operations</b>	<b>36</b>	<b>997</b>
<b>Cash flows from investing activities:</b>		
Proceeds from sales of equipment	2	—
Purchases of property and equipment	(164)	(66)
<b>Net cash used in investing activities</b>	<b>(162)</b>	<b>(66)</b>
<b>Cash flows from financing activities:</b>		
Issuance of common stock	—	247
<b>(Decrease) increase in cash and cash equivalents</b>	<b>(126)</b>	<b>1,178</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>3,412</b>	<b>2,540</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 3,286</b>	<b>\$ 3,718</b>

## Supplementary disclosure of cash flow information:

- (1) Cash paid for income taxes was \$1 for the six month period ended September 30, 2006. Cash paid for income taxes was \$4 for the six month period ended September 24, 2005.

*See accompanying notes to unaudited condensed consolidated financial statements.*

GIGA-TRONICS INCORPORATED

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**(1) Basis of Presentation**

The condensed consolidated financial statements included herein have been prepared by Giga-tronics (the “Company”), pursuant to the rules and regulations of the Securities and Exchange Commission. The consolidated results of operations for the interim periods shown in this report are not necessarily indicative of results to be expected for the fiscal year. In the opinion of management, the information contained herein reflects all adjustments (consisting of only normal recurring accruals) necessary to make the consolidated results of operations for the interim periods a fair statement of such operations. For further information, refer to the consolidated financial statements and footnotes thereto, included in the Annual Report on Form 10-KSB, filed with the Securities and Exchange Commission for the year ended March 25, 2006.

Certain prior period amounts have been reclassified to conform with the current period’s presentation.

**(2) Discontinued Operations**

In the first quarter of fiscal 2004, Giga-tronics discontinued the operations at its Dymatix Division due to the substantial losses incurred over the previous two years. In the fourth quarter of fiscal 2004, Giga-tronics consummated the sale of its Dymatix Division and recognized a gain of \$53,000 in connection with the sale. The sales price was \$300,000. The Company received a \$50,000 cash payment from the buyer and a \$250,000 note receivable with \$50,000 due in May 2004 and quarterly installments of \$25,000 due beginning in July 2004. The Company agreed to reschedule the payment due in May 2004 to August 2004 and, to date, has not received payments due. The note is secured by collateral and in management’s opinion the value of this collateral deteriorated during fiscal 2005. Accordingly, the Company considers the note receivable to be impaired and has recorded a provision for loss of \$250,000 through discontinued operations in the 2005 fiscal year. During the six month period ended September 30, 2006, the Company has received payments of previously reserved receivables and has recorded \$13,000 as income on discontinued operations.

**(3) Revenue Recognition**

The Company records revenue in accordance with SAB 101 and 104, *Revenue Recognition in Financial Statements*. As such, revenue is recorded when there is evidence of an arrangement, delivery has occurred, the price is fixed and determinable, and collectability is assured. This occurs when products are shipped, unless the arrangement involves acceptance terms. If the arrangement involves acceptance terms, the Company defers revenue until product acceptance is received.

The Company provides for estimated costs that may be incurred for product warranties at the time of shipment. The Company’s warranty policy generally provides four years for the 2400 family of Microwave Synthesizers and one year for all other products. The estimated cost of warranty coverage is based on the Company’s actual historical experience with its current products or similar products.

**(4) Inventories**

In November 2004, the FASB issued SFAS No. 151, *Inventory Costs* (FAS 151). FAS 151 requires that abnormal amounts of idle facility expense, freight, handling costs and spoilage be recognized as current-period charges. Further, FAS 151 requires the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities. Unallocated overhead must be recognized as an expense in the

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period in which they are incurred. The Company adopted FAS 151 effective March 26, 2006, which did not have a material impact on the Company's financial statements and related disclosures.

(In thousands)	September 30, 2006	March 25, 2006
Raw materials	\$ 3,301	\$ 3,025
Work-in-progress	1,835	1,309
Finished goods	368	246
Demonstration inventory	263	233
Total inventory	<u>\$ 5,767</u>	<u>\$ 4,813</u>

### **(5) Earnings (Loss) Per Share**

Basic earnings (loss) per share is calculated by dividing net income or loss by the weighted average common shares outstanding during the period. Diluted earnings per share reflects the net incremental shares that would be issued if dilutive outstanding stock options were exercised, using the treasury stock method. In the case of a net loss, it is assumed that no incremental shares would be issued because they would be antidilutive. In addition, certain options are considered antidilutive because the options' exercise price was above the average market price during the period.

The number of stock options not included in the computation of diluted earnings per share (EPS) for the three and six month periods ended September 30, 2006 and September 24, 2005 are a result of the Company's loss from continuing operations and, therefore, the options are antidilutive. Due to the Company's net loss, there were no shares considered to be potentially issuable for the three and six month periods ended September 30, 2006 and September 24, 2005. Stock options not included in the computation of earnings per share totaled 698 and 537 with a weighted average exercise price of excluded options of \$2.03 and \$3.03 as of September 30, 2006 and September 24, 2005, respectively.

### **(6) Stock Based Compensation**

The Company established a 2005 Equity Incentive Plan which provided for the granting of options for up to 700,000 shares of Common Stock. Effective March 26, 2006, the Company adopted Statement of Financial Accounting Standards No. 123(R), *Share Based Payment* ("SFAS 123(R)"), using the modified prospective application transition method, which requires recognizing expense for options granted prior to the adoption date equal to the fair value of the unvested amounts over their remaining vesting period, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123 *Accounting for Stock Based Compensation*, and compensation cost for all share based payments granted subsequent to January 1, 2006, based on the grant date fair values estimated in accordance with the provisions of SFAS 123(R). There were 328,900 option grants made in the six month period ended September 30, 2006 and no grants were made in the same period in the prior year.

Results for prior periods have not been restated. Prior to March 26, 2006, the Company accounted for these plans under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations ("APB 25"). No stock-based compensation cost is reflected in net income prior to March 26, 2006, as all options granted under these plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

As a result of adopting SFAS 123(R), the Company's loss before provision for income taxes and net income for the three and six month periods ended September 30, 2006 was \$68,000 and \$72,000, respectively, higher than if the Company had continued to account for share-based compensation under APB 25. Basic and diluted loss per share for the quarter ended September 30, 2006 would have been \$0.07 without the adoption of SFAS 123(R) compared to \$0.08 as reported. Basic and diluted loss per share for the six months ended September 30, 2006 would have been \$0.28 without the adoption of SFAS 123(R) compared to \$0.30 as reported.

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SFAS 123(R) requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as a cash flow from financing in the statement of cash flows. These excess tax benefits were not significant for the Company for the three and six month periods ended September 30, 2006.

In calculating compensation related to stock option grants, the fair value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model and the following weighted average assumptions:

	Three Months Ended September 30, 2006
Dividend yield	None
Expected volatility	72.80%
Risk-free interest rate	4.97%
Expected term (years)	5

The computation of expected volatility used in the Black-Scholes option-pricing model is based on the historical volatility of our share price. The expected term is estimated based on a review of historical employee exercise behavior with respect to option grants.

A summary of the changes in stock options outstanding for the six months ended September 30, 2006 is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at March 25, 2006	438,975	\$ 2.57	2.7	\$122,173
Granted	328,900	1.64		
Exercised	—	—		
Forfeited/Expired	69,475	3.59		
Outstanding at September 30, 2006	698,400	\$ 2.03	3.6	\$ 2,000
Exercisable at September 30, 2006	161,250	\$ 2.33	2.2	\$ 1,500

The weighted average grant date fair value of options granted during the six month period ended September 30, 2006 was \$1.64. There was no intrinsic value of options exercised during the six month period ended September 30, 2006.

As of September 30, 2006, there was \$419,000 of total unrecognized compensation cost related to nonvested options granted under the plans. That cost is expected to be recognized over a weighted average period of one year. The total fair value of options vested during the three and six month periods ended September 30, 2006 were \$16,000 and \$25,000. No cash was received from stock option exercises for the three and six month periods ended September 30, 2006.

The following table illustrates the pro forma effect on net income and earnings per share if the fair value recognition provisions of SFAS 123 had been applied to the Company's stock option plans for the three month and six month periods ended September 24, 2005.



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(In thousands except per share data)	Three Months Ended September 24, 2005	Six Months Ended September 24, 2005
Net loss, as reported	\$ (1,137)	\$ (904)
Deduct:		
Stock-based compensation expense included in reported net income	—	—
Add:		
Total stock-based employee compensation determined under fair value based method for all awards, net of related tax effect	(29)	(71)
Pro forma net loss	<u>\$ (1,166)</u>	<u>\$ (975)</u>
Net loss per share – basic:		
As reported	\$ (0.24)	\$ (0.19)
Pro forma	(0.24)	(0.21)
Net loss per share – diluted:		
As reported	(0.24)	(0.19)
Pro forma	(0.24)	(0.21)

### (7) Significant Customers and Industry Segment Information

The Company has four reportable segments: Giga-tronics Instrument Division, ASCOR, Microsource and Corporate. Giga-tronics Instrument Division produces a broad line of test and measurement equipment used in the development, test and maintenance of wireless communications products and systems, flight navigational equipment, electronic defense systems and automatic testing systems. ASCOR designs, manufactures, and markets a line of switching devices that link together many specific purpose instruments that comprise automatic test systems. Microsource develops and manufactures a broad line of YIG (Yttrium, Iron, Garnet) tuned oscillators, filters and microwave synthesizers, which are used in a wide variety of microwave instruments and devices. Corporate handles the financing needs of each segment and lends funds to each segment as required and are eliminated in consolidation.

Information on reportable segments is as follows:

(In thousands)	Three Months Ended			
	September 30, 2006		September 24, 2005	
	Net Sales	Pre-tax Income (loss)	Net Sales	Pre-tax Income (loss)
Giga-tronics Instrument	\$ 1,606	\$ (615)	\$ 1,428	\$ (724)
ASCOR	885	(122)	914	(221)
Microsource	1,443	77	1,272	(417)
Corporate	—	248	—	220
Total	<u>\$ 3,934</u>	<u>\$ (412)</u>	<u>\$ 3,614</u>	<u>\$ (1,142)</u>

(In thousands)	Six Months Ended			
	September 30, 2006		September 24, 2005	
	Net Sales	Pre-tax Income (loss)	Net Sales	Pre-tax Income (loss)
Giga-tronics Instrument	\$ 3,376	\$ (1,253)	\$ 4,306	\$ (675)
ASCOR	1,487	(401)	2,191	(189)
Microsource	2,457	(370)	2,900	(521)
Corporate	—	582	—	474
Total	<u>\$ 7,320</u>	<u>\$ (1,442)</u>	<u>\$ 9,397</u>	<u>\$ (911)</u>

**(8) Warranty Obligations**

The Company's warranty policy generally provides four years for the 2400 family of Microwave Synthesizers and one year for all other products. The Company records a liability for estimated warranty obligations at the date products are sold. The estimated cost of warranty coverage is based on the Company's actual historical experience with its current products or similar products. For new products, the required reserve is based on historical experience of similar products until such time as sufficient historical data has been collected on the new product. Adjustments are made as new information becomes available.

The following provides a reconciliation of changes in the Company's warranty reserve. The Company provides no other guarantees.

(In thousands)	Three Months Ended		Six Months Ended	
	September 30, 2006	September 24, 2005	September 30, 2006	September 24, 2005
Balance at beginning of period	\$ 244	\$ 345	\$ 250	\$ 378
(Reduction) provision, net	(26)	59	16	134
Warranty costs incurred	(28)	(101)	(76)	(209)
Balance at end of period	<u>\$ 190</u>	<u>\$ 303</u>	<u>\$ 190</u>	<u>\$ 303</u>

MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF OPERATIONS AND FINANCIAL CONDITION

The forward-looking statements included in this report including, without limitation, statements containing the words “believes”, “anticipates”, “estimates”, “expects”, “intends” and words of similar import, which reflect management’s best judgment based on factors currently known, involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including but not limited to those listed in Giga-tronics’ Annual Report on Form 10-KSB for the fiscal year ended March 25, 2006 Part I, under the heading “Certain Factors Which May Adversely Affect Future Operations or an Investment in Giga-tronics”, and Part II, under the heading “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”.

**Overview**

Giga-tronics produces instruments, subsystems and sophisticated microwave components that have broad applications in both defense electronics and wireless telecommunications. In 2006, our business consisted of four operating and reporting segments: Instrument Division, ASCOR, Microsource and Corporate.

Our business is highly dependent on government spending in the defense electronics sector and on the wireless telecommunications market. While the Company has seen some improvement in its international defense business, domestic spending remains sporadic. The commercial business environment has shown some improvement; however, commercial orders for the year declined slightly due to delays in new product introductions.

The Company continues to monitor costs, including reductions in personnel and other expenses, to more appropriately align costs with revenues. The Company’s employees have been on salary reductions over the last three years. Recently, the Company has reversed a portion of the prior salary reductions and anticipates reinstating previous salary levels contingent on the Company’s financial condition stabilizing.

The Company released the 2400B synthesizer (part of the 2400 family of products) during the 2006 fiscal year. These products are being accepted by the market and management believes there is significant room for growth. This release demonstrates the Company’s commitment to new product development.

In an effort to improve results and make optimal use of its resources, Giga-tronics intends to take additional steps to restructure the company. The Company will continue to consolidate operations and functions among its divisions as the Company has done with sales and marketing. Further integration of product development efforts should enable Giga-tronics to achieve a better return on its substantial investment in research and development (R&D). New development programs will focus more on commercial products to reduce the Company’s dependence on the domestic defense sector. Giga-tronics will look for any available opportunities to operate more efficiently and with greater focus on customer needs. The Company hopes to accomplish these changes in a business-like manner that is not overly disruptive to its very talented work force yet is decisive enough to yield meaningful improvements to the bottom line.

While the management at Microsource estimates that prospects for new orders will improve in this fiscal year, its short-term growth will be limited as to customer delivery schedules associated with this new business.

**Results of Operations**

New orders received from continuing operations in the second quarter of fiscal 2007 increased 215% to \$5,812,000 from the \$1,847,000 received in the second quarter of fiscal 2006. Orders received for the first half of fiscal 2007 increased 19% to \$8,745,000 from \$7,340,000 for the first half of fiscal 2006.

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New orders by segment were as follows for the fiscal periods shown:

New Orders						
(Dollars in thousands)	Three Months Ended			Six Months Ended		
	September 30, 2006	% change	September 24, 2005	September 30, 2006	% change	September 24, 2005
Instrument Division	\$ 2,169	58%	\$ 1,376	\$ 4,067	(2%)	\$ 4,131
ASCOR	1,528	378%	320	2,199	(2%)	2,235
Microsource	2,115	1301%	151	2,479	155%	974
Total	\$ 5,812	215%	\$ 1,847	\$ 8,745	19%	\$ 7,340

Orders at the Instrument Division and ASCOR increased in the second quarter primarily due to an increase in military demand for its products. Orders at Microsource increased primarily due to an increase in commercial demand for its products.

The following table shows order backlog and related information at the end of the respective periods:

(Dollars in thousands)	September 30, 2006	% Change	September 24, 2005
Backlog of unfilled orders	\$ 11,754	(14%)	\$ 13,735
Backlog of unfilled orders shippable within one year	7,980	14%	7,014
Previous fiscal year (FY) quarter end backlog reclassified during year as shippable later than one year	175	(6%)	186

Net cancellations during year of previous FY quarter end one-year backlog 862 — —

Backlog at the end of the second quarter 2007 decreased 14% as compared to the second quarter end 2006.

The allocation of net sales was as follows for the fiscal periods shown:

Allocation of Net Sales by Segment						
(Dollars in thousands)	Three Months Ended			Six Months Ended		
	September 30, 2006	% change	September 24, 2005	September 30, 2006	% change	September 24, 2005
Instrument Division	\$ 1,606	12%	\$ 1,428	\$ 3,376	(22%)	\$ 4,306
ASCOR	885	(3%)	914	1,487	(32%)	2,191
Microsource	1,443	13%	1,272	2,457	(15%)	2,900
Total	\$ 3,934	9%	\$ 3,614	\$ 7,320	(22%)	\$ 9,397

Fiscal 2007 second quarter net sales from continuing operations were \$3,934,000, a 9% increase from the \$3,614,000 in the second quarter of 2006. The increase in sales was primarily due to higher order levels. For the six months ended September 30, 2006 sales declined 22% to \$7,320,000 from \$9,397,000 for the same period in the prior year due to a decrease in orders in the first quarter. Sales at the Instrument Division and at Microsource improved in the second quarter due to increased deliveries for military orders recorded in current and preceding periods. Sales at ASCOR remained flat during the second quarter.

Cost of sales was as follows for the fiscal periods shown:

Cost of Sales						
(Dollars in thousands)	Three Months Ended			Six Months Ended		
	September 30, 2006	% change	September 24, 2005	September 30, 2006	% change	September 24, 2005
Cost of sales	\$ 2,077	(13%)	\$ 2,391	\$ 4,264	(23%)	\$ 5,529

In the second quarter of fiscal 2007, cost of sales from continuing operations decreased 13% to \$2,077,000 from \$2,391,000 for the same period last year. For the six months ended September 30, 2006, the cost of sales from

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continuing operations declined 23% to \$4,264,000 from \$5,529,000 for the similar period ending September 24, 2005. Both of these declines are primarily attributable to the lower material and labor costs.

Operating expenses were as follows for the fiscal periods shown:

(Dollars in thousands)	Operating Expenses					
	Three Months Ended			Six Months Ended		
	September 30, 2006	% change	September 24, 2005	September 30, 2006	% change	September 24, 2005
Product development	\$ 938	(10%)	\$ 1,043	\$ 1,899	(5%)	\$ 2,009
Selling, general and administrative	1,368	3%	1,331	2,665	(4%)	2,784
Total	\$ 2,306	(3%)	\$ 2,374	\$ 4,564	(5%)	\$ 4,793

Operating expenses from continuing operations decreased 3% or \$68,000 in the second quarter of fiscal 2007 over 2006 due to a decrease of \$105,000 in product development costs partially offset by an increase of \$37,000 in selling, general and administrative expenses. Product development costs from continuing operations decreased 10% or \$105,000 in the second quarter of fiscal 2007 primarily due to reduced consulting costs. Selling, general and administrative expenses from continuing operations increased 3% or \$37,000 for the second quarter of fiscal year 2007 compared to the same period in the prior year. The increase is a result of higher marketing expenses of \$70,000 and administrative expenses of \$61,000, offset by lower commission expenses of \$94,000 on lower commissionable sales for the quarter.

Operating expenses from continuing operations decreased 5% or \$229,000 for the six months ended September 30, 2006 over the same period for the prior year due to a decrease of \$110,000 in product development costs and a decrease of \$119,000 in selling, general and administrative expenses. Product development costs from continuing operations decreased 5% or \$110,000 for the six months ended September 30, 2006 primarily due to reduced consulting costs. Selling, general and administrative expenses from continuing operations decreased 4% or \$119,000 for the six months ended September 30, 2006. The decrease is a result of lower commission expenses of \$343,000 on lower commissionable sales for the quarter, offset by higher marketing expenses of \$133,000 and administrative expenses of \$91,000.

Giga-tronics recorded a net loss of \$403,000 or \$0.08 per fully diluted share for the second quarter of fiscal 2007 versus a net loss of \$1,137,000 or \$0.24 per fully diluted share in the same period last year. Giga-tronics recorded a net loss of \$1,430,000 or \$0.30 per fully diluted share for the first half of fiscal 2007 versus a net loss of \$904,000 or \$0.19 per fully diluted share in the same period last year.

### **Financial Condition and Liquidity**

As of September 30, 2006, Giga-tronics had \$3,286,000 in cash and cash equivalents, compared to \$3,412,000 as of March 25, 2006.

Working capital at the end of the second quarter of fiscal 2007 was \$7,435,000 compared to \$8,864,000 at the end of second quarter 2006.

The Company's current ratio (current assets divided by current liabilities) at September 30, 2006 was 3.2 compared to 3.7 on September 24, 2005.

Cash provided by operations amounted to \$85,000 in the first half of fiscal 2007. Cash provided by operations amounted to \$1,039,000 in the same period of fiscal 2006. Cash provided by operations in the first half of fiscal 2007 is primarily attributed to the net change in operating assets and liabilities offset by the operating loss in the year. Cash provided by operations in the first half of fiscal 2006 is primarily attributed to the net change in operating assets and liabilities offset by the operating loss in the year.

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Additions to property and equipment were \$164,000 in the first half of fiscal 2007 compared to \$66,000 for the same period last year. The increase in capital equipment spending in fiscal 2007 was due to an upgrade of capital equipment enabling the manufacture of new products being released.

On June 19, 2006, the Company renewed its secured revolving line of credit for \$2,500,000, with interest payable at prime rate plus 1%. The borrowing under this line of credit is based on the Company's accounts receivable and inventory and is secured by all of the assets of the Company. The Company had no borrowings under this line of credit during the period ended September 30, 2006.

From time to time, Giga-tronics considers a variety of acquisition opportunities to also broaden its product lines and expand its market. Such acquisition activity could also increase the Company's operating expenses and require the additional use of capital resources. The Company also intends to maintain research and development expenditures for the purpose of broadening its product line.

Future tax benefits are subject to a valuation allowance when management is unable to conclude that its deferred tax assets will more likely than not be realized from the results of operations. The ultimate realization of deferred tax assets is dependent upon generation of future taxable income during the periods in which those temporary differences become deductible. Management considers projected future taxable income and tax planning strategies in making this assessment. Based on historical taxable income and projections for future taxable income over the periods in which the deferred tax assets become deductible, management believes it more likely than not that the Company will not realize benefits of these deductible differences as of September 30, 2006. Management has, therefore, established a valuation allowance against its net deferred tax assets as of September 30, 2006.

### **Recent Accounting Pronouncements**

On September 13, 2006, the Securities and Exchange Commission published Staff Accounting Bulletin No. 108 *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. The interpretations in this Staff Accounting Bulletin are being issued to address diversity in practice in quantifying financial statement misstatements and the potential under current practice to build up improper amounts on the balance sheet. This guidance will apply to the first fiscal quarter ending after November 15, 2006. We do not believe the adoption of SAB 108 will have a material impact on our financial position, results of operations or cash flows.

### **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this section of the report, including statements regarding sales under "OVERVIEW" and statements under "FINANCIAL CONDITION AND LIQUIDITY", are forward-looking. While Giga-tronics believes that these statements are accurate, Giga-tronics' business is dependent upon general economic conditions and various conditions specific to the test and measurement, wireless and semiconductor industries. Future trends and these factors could cause actual results to differ materially from the forward-looking statements that we have made. In particular:

Giga-tronics' core business is test and measurement, as well as components for the wireless communications market, which continues to be soft. The Company's commercial product backlog has a number of risks and uncertainties such as the cancellation or deferral of orders, dispute over performance and our ability to collect amounts due. If the commercial market should decline further, then shipments in the current year could fall short of plan resulting in a decline in earnings or further losses. Also, Giga-tronics has a significant number of defense-related orders. While Giga-tronics has seen some improvement in the defense sector, it is not significant enough to offset the decline in the commercial sector. If the defense market should decline, shipments in the current year could be less than anticipated and cause a decrease in earnings.

The market for electronics equipment is characterized by rapidly changing technology and evolving industry standards. Giga-tronics believes that its future success will depend, in part, upon its ability to develop and commercialize its existing products, develop new products and applications and in part to develop, manufacture

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and successfully introduce new products and product lines with improved capabilities and continue enhancing existing products. There can be no assurance that Giga-tronics will successfully complete the development of current or future products or that such products will achieve market acceptance. Giga-tronics may also experience difficulty obtaining critical parts or components required in the manufacturing of our products, resulting in an inability to fulfill orders in a timely manner, which may have a negative impact on earnings. Also, the Company may not timely ramp manufacturing capacity to meet order demand and quickly adapt cost structures to changing market conditions.

As part of its business strategy, Giga-tronics has in the past broadened its product lines and expanded its markets, in part through the acquisition of other business entities, and it may do so in the future. The Company is subject to various risks in connection with past and any future acquisitions. Such risks include, among other things, the difficulty of assimilating the operations and personnel of the acquired companies, the potential disruption of the Company's business, the inability of the Company's management to maximize the financial and strategic position of the Company by the successful incorporation of acquired technology and rights into the Company's product offerings, the maintenance of uniform standards, controls, procedures and policies, and the potential loss of key employees of acquired companies. No assurance can be given that any acquisition by Giga-tronics will or will not occur, that if an acquisition does occur, that it will not materially and adversely affect the Company or that any such acquisition will be successful in enhancing the Company's business. Giga-tronics currently contemplates that future acquisitions may involve the issuance of additional shares of the Company's common stock. Any such issuance may result in dilution to all shareholders of the Company, and sales of such shares in significant volume by the shareholders of acquired companies may depress the price of the Company's common stock.

### Item 3

#### Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures provide reasonable assurances that the information the Company is required to disclose in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time period required by the Commission's rules and forms. There were no significant changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

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### Part II — OTHER INFORMATION

#### Item 1

##### Legal Proceedings

As of November 3, 2006, Giga-tronics has no material pending legal proceedings. From time to time, Giga-tronics is involved in various disputes and litigation matters that arise in the ordinary course of business.

#### Item 4

##### Submission of matters to a vote of security holders

Annual Meeting of stockholders was held on September 12, 2006.

(1) The vote for the nominated Directors was as follows:

Nominee	In Favor	Withheld
George H. Bruns, Jr.	4,102,700	358,218
James A. Cole	4,099,400	361,518
Garrett A. Garrettson	4,100,900	360,018
Kenneth A. Harvey	4,100,900	360,018
John R. Regazzi	3,995,747	465,171
Robert C. Wilson	4,078,567	382,351

(2) Other matters voted upon at the meeting were as follows:

(a) Ratification of the selection of Perry-Smith LLP as independent public accountants for the fiscal year 2007 was approved as follows:

	No. of Votes on Proposal	Percent of Votes Cast
For	4,443,618	92.40%
Against	14,153	0.29%
Abstain	3,147	0.07%
Quorum	4,460,918	92.76%

Broker non-voted Shares = 0

Outstanding shares on Record Date = 4,809,918

#### Item 6

##### Exhibits

##### Exhibits

31.1 Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act.

32.1 Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act.

32.2 Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act.



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 thereunto duly authorized.

GIGA-TRONICS INCORPORATED  
(Registrant)

By:

Date: November 3, 2006

/s/ JOHN R. REGAZZI

John R. Regazzi  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 3, 2006

/s/ MARK H. COSMEZ II

Mark H. Cosmez II  
Vice President, Finance/  
Chief Financial Officer and Secretary  
(Principal Accounting Officer)

**CERTIFICATIONS UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John R. Regazzi certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Giga-tronics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2006

/s/ JOHN R. REGAZZI

John R. Regazzi  
President and Chief Executive Officer

**CERTIFICATIONS UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark H. Cosmez II, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Giga-tronics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2006

/s/ MARK H. COSMEZ II

Mark H. Cosmez II  
VP Finance, CFO and Secretary

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Giga-tronics Incorporated (the "Company") on Form 10-QSB for the period ending September 30, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John R. Regazzi, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOHN R. REGAZZI

John R. Regazzi  
Chief Executive Officer

November 3, 2006

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Giga-tronics Incorporated (the "Company") on Form 10-QSB for the period ending September 30, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark H. Cosmez II, Vice President, Finance, Chief Financial Officer and Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MARK H. COSMEZ II

Mark H. Cosmez II  
VP Finance, CFO and Secretary

November 3, 2006