SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A1
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 2, 1997

GIGA-TRONICS INCORPORATED
(Exact Name of Registrant as Specified in Charter)

California	0-12719	94-2656341
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

4650 Norris Canyon Road
San Ramon, California 94583
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (510) 328-4650

Item 2. Acquisition or Disposition of Assets

On December 2, 1997, Giga-tronics Incorporated, a California corporation (the "Registrant") acquired Ultracision, Inc., a California corporation ("Ultracision"), by merging Giga Acquisition Inc., a wholly owned subsidiary of the Registrant, with and into Ultracision with Ultracision as the surviving corporation. By virtue of the merger, Ultracision became a direct, wholly-owned subsidiary of the Registrant, and all of Ultracision's outstanding capital stock was converted into capital stock of the Registrant as adjusted to reflect an exchange ratio (the "Exchange Ratio") of approximately .75 shares of the Registrant's common stock for each share of Ultracision common stock. As a result, each shareholder of Ultracision became the owner of shares of capital stock of the Registrant as adjusted to reflect the Exchange Ratio. Additionally, each outstanding option to purchase shares of Ultracision common stock was automatically converted into an option to purchase, upon the same terms and conditions, shares of the Registrant's common stock in an amount adjusted to reflect the Exchange Ratio.

The Registrant timely filed a Current Report of Form 8-K, dated December 2, 1997, on December 16, 1997, reporting in Item 2, the acquisition by Registrant of Ultracision, Inc., with the Securities and Exchange Commission.

The Registrant further reported in Item 7 of such Report, that it would file financial statements of the acquired corporation within the time period and as specified by the rules relating to filing reports on a Current Report on Form 8-K, by amendment.

GIGA-TRONICS INCORPORATED
INDEX

<TABLE>
<CAPTION>

PART I - FINANCIAL INFORMATION Page No.
- ------------------------------ --------

<S> <C>
ITEM 1 Not Applicable

ITEM 2 Acquisition or Disposition of Assets.......................................3

ITEM 3
to 6 Not applicable

ITEM 7 Financial Statements and Exhibits

A Financial Statements

1. Ultracision, Inc and subsidiary.
(a) Independent Auditors' Report...5
(b) Consolidated Balance Sheet - March 31, 1997......................................6
(c) Consolidated Statement of Operations -
Year Ended March 31, 1997..7
(d) Consolidated Statement of Shareholders' Equity -
Year Ended March 31, 1997..8
(e) Consolidated Statement of Cash Flows -
Year Ended March 31, 1997..9
(f) Notes to Consolidated Financial Statements.................................10 - 15

2. Unaudited Pro Forma Condensed Combined Financial Statements.........................16
(a) Pro Forma Condensed Combined Balance Sheet -
September 27, 1997 (unaudited)..17
(b) Pro Forma Condensed Combined Statements of Operations
For the Years Ended March 25, 1995, March 30, 1996
and March 29, 1997 (unaudited).......................................18 - 20
(c) Pro Forma Condensed Combined Statements of Operations
For the Six Months Ended September 28, 1996,
and September 27, 1997 (unaudited)...................................21 - 22
(d) Notes to Unaudited Pro Forma Condensed Combined
Financial Statements..23 - 24

3. Ultracision, Inc.
(a) Consolidated Balance Sheet - September 30, 1997 (unaudited).....................25
(b) Consolidated Statements of Operations (unaudited)
For the Six Months Ended September 30, 1997 and 1996......................26
(c) Consolidated Statements of Cash Flows (unaudited)
For the Six Months Ended September 30, 1997 and 1996......................27
(e) Notes to Unaudited Condensed Consolidated
Financial Statements..28

SIGNATURES 29
</TABLE>

ULTRACISION, INC. AND SUBSIDIARY

Consolidated Financial Statements

March 31, 1997

(With Independent Auditors' Report Thereon)

INDEPENDENT AUDITORS' REPORT

The Shareholders and Board of Directors
Ultracision, Inc. and Subsidiary

We have audited the accompanying consolidated balance sheet of Ultracision, Inc. and subsidiary as of March 31, 1997, and the related consolidated statements of operations, shareholders' equity, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ultracision, Inc. and subsidiary as of March 31, 1997, and the results of their operations and their cash flows for the year then ended in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick

KPMG Peat Marwick

San Jose, California
January 12, 1998

ULTRACISION, INC. AND SUBSIDIARY

Consolidated Balance Sheet

March 31, 1997

<TABLE>
<CAPTION>

Assets

<S> <C>

Current assets:		
Cash and cash equivalents	$ 203,229	
Short-term investments	200,000	
Accounts receivable, net of allowance for doubtful accounts of $25,000		762,111
Income tax receivable	52,985	
Inventories	1,798,540	
Deferred income taxes	306,508	

Total current assets	3,323,373	

Property and equipment:		
Equipment	436,723	
Vehicles	10,829	
Leasehold improvements	1,032	

	448,584	
Less accumulated depreciation	(262,402)	

Net property and equipment	186,182	

Other assets	8,980	

Total assets	$ 3,518,535	
	===========	

Liabilities and Shareholders' Equity

Current liabilities:		
Accounts payable	$ 318,796	
Customer deposits	540,786	
Accrued payroll and benefits	227,747	
Accrued warranty	70,000	
Accrued commissions	5,445	
Accrued expenses	95,957	
Dividends payable	27,513	
Accrued profit sharing contribution	38,031	

Total current liabilities	1,324,275	
Deferred rent	32,709	

Total liabilities	1,356,984	
Commitments		
Shareholders' equity:		
Common stock, no par value; 10,000,000 shares authorized; 687,832 shares issued and outstanding	398,785	
Retained earnings	1,762,766	

Total shareholders' equity	2,161,551	

Total liabilities and shareholders' equity	$ 3,518,535	
	===========	

</TABLE>

See accompanying notes to consolidated financial statements.

ULTRACISION, INC. AND SUBSIDIARY

Consolidated Statement of Operations

Year ended March 31, 1997

<TABLE>
<CAPTION>

<S>	<C>
Sales	$ 5,602,888
Cost of goods sold	2,656,542

Gross profit	2,946,346

Operating expenses:	
Sales and marketing	508,381
Research and development	1,126,052
General and administrative	772,362

	2,406,795

	539,551

Income from operations	
Other income (expenses):	
Interest and dividend income	15,085
Interest expense	(3,001)
Miscellaneous	2,348

	14,432

Income before provisions for income taxes	553,983
Provision for income taxes	166,939

Net income	$ 387,044
	===========

</TABLE>

See accompanying notes to consolidated financial statements.

ULTRACISION, INC. AND SUBSIDIARY

Consolidated Statement of Shareholders' Equity

Year ended March 31, 1997

<TABLE>
<CAPTION>

	Common stock		Total
	----------------------	Retained	shareholders'

	Shares	Amount	earnings	equity
<S>	<C>	<C>	<C>	<C>
Balances, March 31, 1996	686,936	$ 371,226	$1,422,181	$1,793,407
Common stock issued	35,000	70,000	--	70,000
Common stock repurchased	(34,104)	(42,441)	(18,946)	(61,387)
Dividends declared	--	--	(27,513)	(27,513)
Net income	--	--	387,044	387,044
Balances, March 31, 1997	687,832	$ 398,785	$1,762,766	$2,161,551

</TABLE>

See accompanying notes to consolidated financial statements.

ULTRACISION, INC. AND SUBSIDIARY

Consolidated Statement of Cash Flows
Year ended March 31, 1997

<TABLE>
<CAPTION>

<S>	<C>
Cash flows from operating activities:	
Net income	$ 387,044
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	59,436
Deferred income taxes	8,080
Loss on disposal of property and equipment	3,738
Changes in operating assets and liabilities:	
Accounts receivable	1,350,682
Inventories	(418,129)
Other assets	10,375
Accounts payable	(488,353)
Customer deposits	(331,037)
Income taxes payable	(68,478)
Income taxes refundable	(52,985)
Accrued payroll and benefits	39,488
Accrued expenses	53,062
Deferred rent	4,342
Profit sharing payable	24,172
Net cash provided by operating activities	581,437
Cash flows from investing activities:	
Purchase of property and equipment	(80,466)
Purchase of investments	(200,000)
Net cash used in investing activities	(280,466)
Cash flows from financing activities:	
Proceeds from issuance of common stock	70,000
Repurchase of common stock	(61,387)
Dividends paid	(20,608)
Payments on line of credit, net	(199,800)
Repayments of long-term debt	(30,287)

Net cash used in financing activities	(242,082)
Net increase in cash and cash equivalents	58,889
Cash and cash equivalents at beginning of year	144,340
Cash and cash equivalents at end of year	$ 203,229
Supplementary disclosures of cash flow information:	
Cash paid for income taxes	$ 277,482
Cash paid for interest	$ 4,718

</TABLE>

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

March 31, 1997

(1) The Company and Significant Accounting Policies

The Company

Ultracision, Inc. (the Company), manufactures probing and robotic equipment for the computer disc drive industry. The Company develops, manufactures, and markets automation equipment for the test and inspection of silicon wafers and a line of probers for the testing and inspection of silicon devices.

Principles of Consolidation

The accompanying consolidated financial statements include the assets, liabilities, and results of operations of Ultracision, Inc. and its wholly owned subsidiary, Ultracision Foreign Sales Corporation, Inc. All intercompany transactions and accounts in the accompanying consolidated financial statements have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Cash equivalents consisted of approximately $147,000 in money market funds as of March 31, 1997.

Short-Term Investments

The Company's investments are classified as available for sale securities and are stated at fair value. The cost of securities is determined on the specific identification method. As of March 31, 1997, the fair value of investments approximated cost. Realized gains and losses on the sales of short-term investments were immaterial during the fiscal year then ended.

Significant Group Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to credit risk, consist principally of investments and trade accounts receivable. The Company's investments consist of auction rate preferred securities. Concentration of credit risk in trade accounts receivable results primarily from sales to major customers. The Company individually evaluates the creditworthiness of its customers and generally does not require collateral or other security. Historically, the Company has not incurred any significant credit related losses.

Inventories

Inventories are stated at the lower of first-in, first-out cost or market.

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the respective assets, which range from 5 to 10 years. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful lives or the lease term.

The Company evaluates property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of property and equipment is measured by comparison of its carrying amount to future net cash flows the property and equipment are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the property and equipment exceeds its fair market value. To date, the Company has made no adjustments to the carrying value of long-lived assets.

Software Development Costs

The Company classifies the costs of planning, designing, and establishing the technological feasibility of a computer software product as research and development costs and charges those costs to expense when incurred. After technological feasibility has been established, costs of producing a marketable product and product masters are capitalized. Costs of maintenance and customer support are charged to expense when costs are incurred. As of March 31, 1997, all costs incurred have been charged to expense, as technological feasibility had not been achieved.

Revenue Recognition

Revenue is recognized upon product shipment.

Income Taxes

The Company accounts for income taxes using the asset and liability method which results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, all expected future events are considered other than enactment of changes in tax laws or rates.

Accounting for Stock-Based Compensation

The Company uses the intrinsic value method to measure compensation for its stock and stock purchase plans.

(2) Inventories

Inventories as of March 31, 1997, consisted of the following:
<TABLE>
<CAPTION>

<S>	<C>
Raw materials	$ 1,075,299
Work in process	723,241

	$ 1,798,540
	============

</TABLE>

(3) Line of Credit

The Company has an available line of credit agreement, expiring in September 1998, with Silicon Valley Bank. Borrowings under the agreement bear interest at the bank's prime rate plus 0.75%, are secured by substantially all assets of the Company, and are limited to $750,000. The agreement requires the Company to comply with various financial covenants. As of March 31, 1997, management is not aware of any violations of the covenants.

(4) Stock Option Plan

As of March 31, 1997, the Company has reserved 100,000, 75,000, and 75,000 shares of common stock for issuance to employees under its 1986 Stock Option Plan, 1987 Stock Option Plan, and 1991 Stock Option Plan (the Plans), respectively. Incentive or nonstatutory stock options can be granted at not less than 100% of the fair market value of the stock on the date the option is granted, as determined by the Company's Board of Directors. Options generally become exercisable at a rate of 20% each year, commencing two years from date of grant. If the Board of Directors designates options as incentive stock options, they are fully exercisable at 100% commencing two years from date of grant. If unexercised, options will expire on a predetermined date as determined by the Board of Directors, but not more than 10 years from the date of grant, or 3 months after termination as an employee of the Company.

During 1997, activity in the Plan was as follows:
<TABLE>
<CAPTION>

			Exercise price per share	
	Available for grant	Number outstanding	Actual	Weighted-average
<S>	<C>	<C>	<C>	<C>
Balances, March 31, 1996	117,759	52,000	$ 2.00	$ 2.00
Granted	(55,000)	55,000	2.00 - 2.2	2.09
Terminated	22,000	(22,000)	2.00	2.00
	-------	-------		
Balances, March 31, 1997	84,759	85,000	2.00 - 2.2	2.06
	=======	=======		

</TABLE>

As of March 31, 1997, all outstanding options expire five years from grant date and none were exercisable. The weighted-average contract life of options outstanding is approximately four years. The Company applies the intrinsic value method in accounting for its plan. Accordingly, no compensation cost has been recognized for its stock options in its results of operations. Had the Company recorded a charge for the fair value of options granted consistent with SFAS No. 123, the charge to net earnings would not have been material for the year ended March 31, 1997.

Pro forma net income reflects only options granted in fiscal 1997 and 1996. Therefore, the full impact of calculating compensation cost for stock options under Statement of Financial Accounting Standards (SFAS) No. 123 is not reflected in the pro forma net income amount calculated for the year ended March 31, 1997 because compensation cost is reflected over the options' vesting period of five years, and compensation cost for options granted prior to January 1, 1995, is not considered.

The per share weighted-average fair value of each stock option granted during 1997 is estimated on the date of the grant using the minimum value method, with the following weighted-average assumptions: dividend yield of 2%, risk-free interest rate of 6.5%, and expected lives of 5 years.

(5) Employee Benefit Plans

The Company maintains a qualified profit sharing plan for all eligible employees. Contributions to the profit sharing plan is determined by the Board of Directors upon review of annual operations. For the year ended March 31, 1997, the Company contributed approximately $38,031 to the profit sharing plan. The Company also has a 401(k) plan that provides for matching funds by the employer. Contributions to the 401(k) plan for the year ended March 31, 1997, were approximately $16,757.

(6) Income Taxes

Following are the components of income taxes for the year ended March 31, 1997:

<TABLE>
<CAPTION>

<S>	<C>
Current:	
Federal	$130,049
State	28,811

Total current	158,860

Deferred:	
Federal	7,206
State	873

Total deferred	8,079

	$166,939
	========

</TABLE>

Income tax expense differs from the amounts computed by applying the U.S. federal income tax rate to pretax income as a result of the following:

<TABLE>
<CAPTION>

<S>	<C>
Federal income tax at statutory rate	$ 195,698
State income tax, net of federal benefit	19,592
Foreign sales corporation benefit	(21,163)
Tax credits	(27,500)
Other	312

Effective income tax	$ 166,939
	=========

</TABLE>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

<TABLE>
<CAPTION>

<S>	<C>
Future state tax effect	$ (12,592)
Accruals and allowances not currently deductible for tax purposes	106,232
Inventory reserves and additional costs capitalized	212,868

	$ 306,508
	=========

</TABLE>

Management believes that it is more likely than not, based on historical operating results, that the Company will generate sufficient future taxable income to realize the net deferred tax assets. As such, the Company has not provided a valuation against net deferred tax asset.

(7) Commitments

The Company leases its facilities under a noncancelable operating lease agreement expiring in June 2002. The lease stipulates scheduled rent increases over its life, resulting in uneven cash flows. The total commitment of the lease is being amortized over its life on the straight-line method. The differences between the lease payments required and the recognition of lease expense on the straight-line method is recorded as deferred rent. As of March 31, 1997, the Company has recorded deferred rent of $32,709 related to the facility lease. Rent expense recorded under this lease for the year ended March 31, 1997, was approximately $184,676.

The future minimum annual lease payments are as follows:

<TABLE>
<CAPTION>

Year ending March 31, <S>	<C>
1998	$ 206,063
1999	207,054
2000	214,488
2001	216,966
2002	220,875
Thereafter	54,901

	$1,120,347
	==========

</TABLE>

(8) Export Sales

International sales were 48.7% of revenues for the year ended March 31, 1997. A significant portion of such sales, 29.8%, are to customers in Malaysia, Korea, Taiwan, and Japan.

Two customers accounted for 30% and 18% of revenues, respectively, for the year ended March 31, 1997. Accounts receivable for these two customers as of Mach 31, 1997 were $337,888 and $36,400, respectively.

(9) Subsequent Event

On December 2, 1997, the Company entered into an agreement with Giga-tronics Inc. (Giga-tronics) to sell the Company. Giga-tronics designs, manufactures, and markets microwave and radio frequency signal generation and power measurement instruments. The transaction will be structured as a pooling of interest in which 517,000 shares of Giga-tronics common stock will be exchanged for all of the outstanding shares of the Company, which will operate as a subsidiary of Giga-tronics.

GIGA-TRONICS INCORPORATED PAGE 16

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

The following unaudited pro forma condensed combined statements of operations give effect to the acquisition by Giga-tronics Incorporated ("Giga-tronics" or the "Company") of Ultracision, Inc. ("Ultracision") in a transaction accounted for by the pooling-of-interests method of accounting.

The financial statement data as of September 27, 1997 and the six-month periods ended September 27, 1997 and September 28, 1996 are unaudited, and have been prepared on the same basis as the financial information derived from the audited financial statements, and in the opinion of management, contain all adjustments, consisting of normal recurring accruals, necessary for the fair presentation of the results of operations for such periods.

The unaudited pro forma condensed combined balance sheet data combine Giga-tronics and Ultracision balance sheets as of September 27, 1997, giving effect to the Merger as if it had occurred on September 27, 1997. The unaudited pro forma condensed combined statements of income combine Giga-tronics and Ultracision results of operations for the six months ended September 27, 1997 and September 28, 1996 and each of the years in the three-year period ended March 29, 1997, giving effect to the Merger as if it had occurred on April 1, 1994.

The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial condition that would have occurred had the Merger been consummated at the beginning of the periods presented, nor is it necessarily indicative of future operating results or financial condition.

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC. PAGE 17

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

SEPTEMBER 27, 1997

<TABLE>
<CAPTION>

Period Ended (In thousands except per share data)	Giga-tronics	Pro-Forma Ultracision	Pro Forma Adjustments	Combined
ASSETS	------------	-----------	-----------	---------
<S>	<C>	<C>	<C>	<C>
Current assets:		--		
Cash and cash equivalents	$ 3,360	$ 275	$ --	$ 3,635
Short-term investments	8,386	212	--	8,598
Accounts receivable, net	5,016	380	--	5,396
Inventories, net	7,254	1,755	--	9,009
Prepaid expenses	497	--	--	497
Deferred income taxes	1,966	400	--	2,366
	--------	--------	--------	--------
Total current assets	26,479	3,022	--	29,501
	--------	--------	--------	--------

Property and equipment:	--			
Equipment	8,142	528	--	8,670
Office Furniture and fixtures	676	11	--	687
Land	279	--	--	279
Building and leasehold improvements	744	1	--	745
Gross cost of Property and equipment	9,841	540	--	10,381
Less accumulated depreciation	(7,150)	(286)	--	(7,436)
Net property and equipment	2,691	254	--	2,945
Patents and licenses	800	--	--	800
Other assets	59	15	--	74
Total assets	$ 30,029	$ 3,291	$ --	$ 33,320
LIABILITES AND SHAREHOLDERS EQUITY				
Current liabilities:				
Accounts payable	$ 2,303	$ 558	$ --	$ 2,861
Accrued liabilities	2,695	252	125	3,072
Customer Advances	379	449	--	828
Total current liabilities	5,377	1,259	125	6,761
Other long term	--	33	--	33
Obligation under capital lease	36	--	--	36
Deferred income taxes	120	--	--	120
Total liabilities	5,533	1,292	125	6,950
Shareholders' equity:			--	
Convertible preferred stock of no par value;	--	--	--	--
Common stock, no par value;	11,090	399	--	11,489
Unrealized gain (loss) on investments	(10)	--	--	(10)
Retained earnings	13,416	1,600	(125)	14,891
Total shareholders' equity	24,496	1,999	(125)	26,370
Total Liabilities and shareholder's equity	$ 30,029	$ 3,291	$ --	$ 33,320

</TABLE>

See accompanying notes to unaudited pro forma condensed combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC. PAGE 18
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS
YEAR ENDED MARCH 25, 1995

<TABLE>
<CAPTION>

	Giga-tronics	Ultracision	Pro Forma Adjustments	Pro Forma Combined

<S>	<C>	<C>	<C>	<C>
Net sales	$29,824	$ 4,156	---	$ 33,980
Cost of sales	19,991	2,001	---	21,992
	----------	--------	---------	----------
Gross profit	9,833	2,155	---	11,988
Product development	3,489	712	---	4,201
Selling, general and administrative expenses	7,302	1,273	---	8,575
Amortization of intangibles	560	---	---	560
	----------	--------	---------	----------
Operating expenses	11,351	1,985	---	13,336
Net operating income (loss)	(1,518)	170	---	(1,348)
Other income	17	4	---	21
Interest income, net	160	(3)	---	157
	----------	---------	---------	----------
Earnings (loss) before income taxes	(1,341)	171	---	(1,170)
Provision for income taxes (benefit)	(563)	88	---	(475)
	-----------	--------	---------	-----------
Net earnings (loss)	$ (778)	$ 83	$ ---	$ (695)
	===========	========	=========	===========
Earnings (loss) per share of common stock	$ (0.21)	$ 0.11	$ ---	$ (0.16)
	===========	========	=========	===========
Weighted average common and common equivalent shares outstanding	3,679	759	(189)	4,249
	==========	========	==========	==========

</TABLE>

See accompanying notes to unaudited pro forma condensed combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS
YEAR ENDED MARCH 30, 1996

<TABLE>
<CAPTION>

	Giga-tronics	Ultracision	Pro Forma Adjustments	Pro Forma Combined
	-------	-------	---------	-------
<S>	<C>	<C>	<C>	<C>
Net sales	$35,305	$ 5,499	$ --	$40,804
Cost of sales	22,417	2,471	--	24,888
	-------	-------	---------	-------
Gross profit	12,888	3,028	--	15,916
Product development	3,398	1,097	--	4,495
Selling, general and administrative expenses	7,354	1,305	--	8,659
Amortization of intangibles	560	--	--	560
	-------	-------	---------	-------
Operating expenses	11,312	2,402	--	13,714
Net operating income	1,576	626	--	2,202

Other income	200	0	--	200
Interest income, net	217	4	--	221
Earnings before income taxes	1,993	630	--	2,623
Provision for income taxes	245	185	--	430
Net earnings	$ 1,748	$ 445	$ --	$ 2,193
Earnings per share of common stock	$ 0.46	$ 0.65	$ --	$ 0.51
Weighted average common and common equivalent shares outstanding	3,780	688	(171)	4,297

</TABLE>

See accompanying notes to unaudited pro forma condensed combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC.

AUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS

YEAR ENDED MARCH 29, 1997

<TABLE>
<CAPTION>

<S>	Giga-tronics <C>	Ultracision <C>	Pro Forma Adjustments <C>	Pro Forma Combined <C>
Net sales	$ 32,428	$ 5,603	$ --	$ 38,031
Cost of sales	20,748	2,656	--	23,404
Gross profit	11,680	2,947	--	14,627
Product development	3,454	1,127	--	4,581
Selling, general and administrative expenses	6,676	1,280	--	7,956
Amortization of intangibles	559	--	--	559
Operating expenses	10,689	2,407	--	13,096
Net operating income	991	540	--	1,531
Other income (expense)	(18)	2	--	(16)
Interest income, net	521	12	--	533
Earnings before income taxes	1,494	554	--	2,048
Provision for income taxes	372	167	--	539
Net earnings	$ 1,122	$ 387	$ --	$ 1,509
Earnings per share of common stock	$ 0.29	$ 0.56	$ --	$ 0.34
Weighted average common and common equivalent shares outstanding	3,831	690	(145)	4,376

</TABLE>

See accompanying notes to unaudited pro forma condensed
combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC. PAGE 21
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED SEPTEMBER 28, 1996

<TABLE>
<CAPTION>

<S>	Giga-tronics <C>	Ultracision <C>	Pro Forma Adjustments <C>	Pro Forma Combined <C>
Net sales	$16,138	$ 3,126	$ --	$19,264
Cost of sales	10,173	1,482	--	11,655
Gross profit	$ 5,965	$ 1,644	$ --	$ 7,609
Product development	1,774	376	--	2,150
Selling, general and administrative expenses	3,314	575	--	3,889
Amortization of intangibles	279	--	--	279
Operating expenses	5,367	951	--	6,318
Net operating income	598	693	--	1,291
Other income	18	--	--	18
Interest income, net	251	4	--	255
Earnings before income taxes	867	697	--	1,564
Provision for income taxes	216	210	--	426
Net earnings	$ 651	$ 487	$ --	$ 1,138
Earnings per share of common stock	$ 0.17	$ 0.71	$ --	$ 0.26
Weighted average common and common equivalent shares outstanding	3,838	689	(158)	4,369

</TABLE>

See accompanying notes to unaudited pro forma condensed
combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC. PAGE 22
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED SEPTEMBER 27, 1997

<TABLE>
<CAPTION>

Giga-tronics	Ultracision	Pro Forma Adjustments	Pro Forma Combined

<S>	<C>	<C>	<C>	<C>
Net sales	$16,122	$ 2,533	--	$18,655
Cost of sales	8,897	1,239	--	10,136
Gross profit	7,225	1,294	--	8,519
Product development	1,910	694	--	2,604
Selling, general and administrative expenses	3,894	844	(297)	4,441
Amortization of intangibles	230	--	--	230
Operating expenses	6,034	1,538	(297)	7,275
Net operating income (loss)	1,191	(244)	297	1,244
Other income	16	9	--	25
Interest income, net	220	2	--	222
Earnings (loss) before income taxes	1,427	(233)	297	1,491
Provision for income taxes (benefit)	428	(70)	89	447
Net earnings (loss)	$ 999	$ (163)	$ 208	$ 1,044
Earnings (loss) per share of common stock	$ 0.26	$ (0.24)	$ --	$ 0.24
Weighted average common and common equivalent shares outstanding	3,817	693	(138)	4,372

</TABLE>

See accompanying notes to unaudited pro forma condensed combined financial statements

GIGA-TRONICS INCORPORATED AND ULTRACISION, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

(1) BASIS OF PRESENTATION

The Giga-tronics and Ultracision statements of operations for each of the years in the three years ended March 27, 1997 and for each of the six months ended September 28, 1996 and September 27, 1997 have been combined. The balance sheets for Giga-tronics and Ultracision have been combined as of September 27, 1997. The unaudited pro forma condensed combined financial statements, including the notes thereto, should be read in conjunction with the consolidated financial statements of Ultracision included elsewhere herein, and Giga-tronics included in the Annual Report on Form 10-K, filed with the Securities and Exchange Commission for the year ended March 29, 1997.

No adjustments have been made to conform the accounting policies of the combining companies. The nature and extent of such adjustments, if any, will be based upon further study and analysis and are not expected to be significant.

(2) UNAUDITED PRO FORMA COMBINED NET INCOME PER SHARE

The unaudited pro form condensed combined statements of operations for Giga-tronics and Ultracision have been prepared as if the Merger was completed at the beginning of the earliest period presented. The unaudited pro forma combined net earnings per share is based on the combined weighted average number of common and common equivalent shares of Giga-tronics and Ultracision Common Stock for each period, based upon an exchange ratio of 0.7516253969 (the Exchange Ratio as of December 2, 1997) shares of Giga-tronics Common Stock for each outstanding share of Ultracision Common Stock.

(3) PRO FORMA UNAUDITED COMBINED SHARES OUTSTANDING

These unaudited pro forma condensed combined financial statements reflect the issuance of approximately 517,000 shares of Giga-tronics Common Stock in exchange for all the outstanding shares of Ultracision Common Stock (approximately 687,832 at September 27, 1997) and assumption of approximately 75,000 Ultracision Common Stock options in connection with the Merger resulting in an exchange ratio of 0.7516253969 (the Exchange Ratio as of December 2, 1997) shares of Giga-tronics Common Stock for each outstanding share of Ultracision Common Stock.

The following table details the pro forma share issuances (as of September 27, 1997) in connection with the Merger:

<TABLE>
<CAPTION>

	Shares Outstanding (in thousands)	Estimated Exchange ratio	Giga-tronics common shares outstanding (in thousands)	%
<S>	<C>	<C>	<C>	<C>
Giga-tronics shares outstanding as of September 27, 1997	3,803	--	3,803	88%
Ultracision shares outstanding as of September 27, 1997	688	.75162539	517	12%
Pro forma shares of Giga-tronics Common Stock outstanding after completion of the Merger (as of September 27, 1997)			4,320	100%

</TABLE>

The actual Exchange Ratio was determined at the effective time of the Merger based on the Average Nasdaq Per Share Price on such date.

(4) TRANSACTION COSTS AND MERGER RELATED EXPENSES

Giga-tronics estimates that it will incur direct transaction costs and merger-related integration expenses of approximately $475,000 associated with the Merger, consisting of transaction fees for investment bankers, attorneys, accountants and financial printing. As of September 27, 1997, $297,000 transaction-related expenses had been incurred. The additional nonrecurring transaction costs will be charged to operations primarily during the quarter in which the Merger closes. The charge is a preliminary estimate only, and is therefore subject to change.

The unaudited pro forma condensed combined balance sheet gives effect to estimated direct transaction expenses and merger related integration expenses as if such costs and expenses had been incurred as of September 27, 1997, net of income taxes. These costs and expenses are not reflected in the unaudited pro forma condensed combined statement of operations.

ULTRACISION, INC. PAGE 25

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

<TABLE>
<CAPTION>

Six Months ended (In thousands)	September 30, 1997
ASSETS	
<S>	<C>
Current Assets	
Cash and cash equivalents	$ 275
Investments	212
Trade accounts receivable, net	380
Inventories, net	1,755
Deferred income taxes	400

Total current assets	3,022
Property and Equipment:	
Machinery and equipment	528
Office furniture and fixtures	11
Land	--
Building and leasehold improvements	1

Gross cost property and equipment	540
Less accumulated depreciation and amortization	(286)

Net property and equipment	254
Patents and licenses	--
Other assets	15

Total assets	$ 3,291
	=======
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current Liabilities	
Accounts payable	$ 558
Accrued current liabilities	252
Customer advances	449

Total current liabilities	1,259
Other long term	33

Total liabilities	1,292
Shareholders' Equity	
Common stock	399
Retained earnings	1,600
Total shareholders' equity	1,999

Total liabilities and shareholders' equity	$ 3,291
	=======

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements

ULTRACISION, INC. PAGE 26

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

Six Months Ended (In thousands except per share data)	September 30, 1997	September 30, 1996
<S>	<C>	<C>
Net sales	$ 2,533	$ 3,126
Cost of sales	1,239	1,482
Gross profit	1,294	1,644
Product development	694	376
Selling, general and administrative expenses	844	575
Operating expenses	1,538	951
Net operating income (loss)	(244)	693
Other income (expense)	9	--
Interest income, net	2	4
Earnings (loss) before income taxes	(233)	697
Provision for income taxes (benefit)	(70)	210
Net earnings (loss)	$ (163)	$ 487
Earnings (loss) per share of common stock	$ (0.24)	$ 0.71
Weighted average common and common equivalent shares outstanding	693	689

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements

ULTRACISION, INC. PAGE 27

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

Six Months Ended (In thousands)	September 1997	September 1996
<S>	<C>	<C>
Cash flows provided from operations:		
Net earnings as reported	$ 163	$ 487
Adjustments to reconcile net earnings to net cash provided from operations:		
Depreciation and amortization	34	25
Deferred income taxes	(94)	181
Changes in operating assets and liabilities	89	(26)
Net cash provided by operations	192	667

Cash flows provided by investing activities:		
Investment maturities (purchases), net	(12)	(454)
Additions to property and equipment, net	(102)	(18)
Other assets	(6)	--
	-----	-----
Net cash used in investing activities	(120)	(472)
Cash flows from financing activities:		
Issuance of common stock	--	28
Payment on line of credit	--	(200)
Payment on notes payable and long term debt	--	(37)
	-----	-----
Net cash provided by financing activities	--	(209)
Increase in cash and cash equivalents	72	(14)
Beginning cash and cash equivalents	203	144
Ending cash and cash equivalents	$ 275	$ 130
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	172	27
	-----	-----
Cash paid for interest	7	1
	-----	-----

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements

Notes to Unaudited Condensed Consolidated Financial Statements

(1) Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto for the year ended March 30, 1997 herein.

The anaudited condensed consolidated financial statements included herein reflect all adjustments that are, in the opinion of management, necessary to state fairly the results for the periods presented. The results for such periods are not necessarily indicative of the results to be expected for the full fiscal year ending March 31, 1998, or any other future periods.

(2) Inventories

Inventories are stated at the lower of first-in, first-out cost or market. As of September 30, 1997, inventories consist of the following:

Raw materials	$ 1,336,000
Work in process	419,000

	$ 1,755,000
	===========

(3) Revenue Recognition

Revenue is recognized upon product shipment.

(4) Net Income Per Share

Net income per share is computed using the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares consist of shares issuable upon the exercise of stock options using the treasury stock method.

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)

Date: 02/13/98 /s/ GEORGE H. BRUNS, JR.

George H. Bruns, Jr.
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: 02/13/98 /s/ MARK H. COSMEZ II

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