

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **December 29, 2012**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. **0-12719**

**GIGA-TRONICS INCORPORATED**  
(Exact name of registrant as specified in its charter)

**California**

(State or other jurisdiction of incorporation or organization)

**94-2656341**

(I.R.S. Employer Identification No.)

**4650 Norris Canyon Road, San Ramon, CA 94583**

(Address of principal executive offices)

**(925) 328-4650**

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

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

Yes  No

There were a total of 5,029,747 shares of the Registrant's Common Stock outstanding as of February 8, 2013.

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**Part I – Financial Information****Item 1 - Financial Statements****GIGA-TRONICS INCORPORATED  
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

<b>(In thousands except share data)</b>	<b>December 29,</b>	
	<b>2012</b>	<b>March 31, 2012</b>
<b>Assets</b>		
Current assets:		
Cash and cash-equivalents	\$ 2,421	\$ 2,365
Trade accounts receivable, net of allowance of \$53 and \$96, respectively	1,776	1,270
Inventories, net	4,151	4,700
Prepaid expenses and other current assets	294	328
<b>Total current assets</b>	<b>8,642</b>	<b>8,663</b>
Property and equipment, net	667	611
Other assets	-	16
<b>Total assets</b>	<b>\$ 9,309</b>	<b>\$ 9,290</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Line of credit	\$ 975	\$ -
Accounts payable	805	613
Accrued commission	88	129
Accrued payroll and benefits	776	739
Accrued warranty	137	210
Deferred revenue	1,263	7
Deferred rent	76	59
Capital lease obligations	64	20
Other current liabilities	312	318
<b>Total current liabilities</b>	<b>4,496</b>	<b>2,095</b>
Long term obligations - deferred rent	365	433
Long term obligations - capital lease	106	15
<b>Total liabilities</b>	<b>4,967</b>	<b>2,543</b>
Commitments		
Shareholders' equity:		
Preferred stock of no par value;		
Authorized - 1,000,000 shares		
Series A - designated 250,000 shares; 0 shares at December 29, 2012 and March 31, 2012 issued and outstanding		
Series B - designated 10,000 shares; 9,997 shares at December 29, 2012 and March 31, 2012 issued and outstanding; liquidation preference of \$2,309)	1,997	1,997
Common stock of no par value;		
Authorized - 40,000,000 shares; 5,029,747 shares at December 29, 2012 and March 31, 2012 issued and outstanding		
	15,053	14,822
Accumulated deficit	(12,708)	(10,072)
<b>Total shareholders' equity</b>	<b>4,342</b>	<b>6,747</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 9,309</b>	<b>\$ 9,290</b>

*See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements*

**GIGA-TRONICS INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

(In thousands except per share data)	Three Month Periods Ended		Nine Month Periods Ended	
	December 29, 2012	December 31, 2011	December 29, 2012	December 31, 2011
<b>Net sales</b>	\$ 3,946	\$ 2,799	\$ 11,409	\$ 10,382
Cost of sales	2,342	3,269	6,892	7,877
<b>Gross margin</b>	<b>1,604</b>	<b>(470)</b>	<b>4,517</b>	<b>2,505</b>
<b>Operating expenses:</b>				
Engineering	1,179	745	3,159	2,060
Selling, general and administrative	1,187	1,397	3,703	4,393
Restructuring	99	-	283	-
<b>Total operating expenses</b>	<b>2,465</b>	<b>2,142</b>	<b>7,145</b>	<b>6,453</b>
<b>Operating loss</b>	<b>(861)</b>	<b>(2,612)</b>	<b>(2,628)</b>	<b>(3,948)</b>
Interest expense, net	(4)	(1)	(6)	(2)
<b>Loss before income taxes</b>	<b>(865)</b>	<b>(2,613)</b>	<b>(2,634)</b>	<b>(3,950)</b>
Provision for income taxes	-	-	2	2
<b>Net loss</b>	<b>\$ (865)</b>	<b>\$ (2,613)</b>	<b>\$ (2,636)</b>	<b>\$ (3,952)</b>
<b>Loss per share - basic</b>	<b>\$ (0.17)</b>	<b>\$ (0.52)</b>	<b>\$ (0.52)</b>	<b>\$ (0.79)</b>
<b>Loss per share - diluted</b>	<b>\$ (0.17)</b>	<b>\$ (0.52)</b>	<b>\$ (0.52)</b>	<b>\$ (0.79)</b>
<b>Weighted average shares used in per share calculation:</b>				
Basic	5,029	5,024	5,029	5,008
Diluted	5,029	5,024	5,029	5,008

*See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements*

**GIGA-TRONICS INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

<b>(In thousands)</b>	<b>Nine Month Periods Ended</b>	
	<b>December 29, 2012</b>	<b>December 31, 2011</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (2,636)	\$ (3,952)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	157	94
Share based compensation	231	215
Change in deferred rent	(51)	55
Change in other assets	16	-
Changes in operating assets and liabilities	1,442	3,860
<b>Net cash (used in) provided by operating activities</b>	<b>(841)</b>	<b>272</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(43)	(161)
<b>Net cash used in investing activities</b>	<b>(43)</b>	<b>(161)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options	-	41
Proceeds from issuance of preferred stock	-	1,997
Proceeds from line of credit	975	-
Payments on capital leases	(35)	(81)
<b>Net cash provided by financing activities</b>	<b>940</b>	<b>1,957</b>
<b>Net increase in cash and cash-equivalents</b>	<b>56</b>	<b>2,068</b>
<b>Beginning cash and cash-equivalents</b>	<b>2,365</b>	<b>1,408</b>
<b>Ending cash and cash-equivalents</b>	<b>\$ 2,421</b>	<b>\$ 3,476</b>
<b>Supplementary disclosure of cash flow information:</b>		
Cash paid for income taxes	\$ 2	\$ 2
Cash paid for interest	6	2
<b>Supplementary disclosure of noncash financing activities:</b>		
Equipment acquired under capital lease	\$ 170	\$ 31

*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 Incorporated (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 normal recurring entries) 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-K, filed with the Securities and Exchange Commission for the year ended March 31, 2012.

*Fiscal Year* The Company’s financial reporting year consists of either a 52 week or 53 week period ending on the last Saturday of the month of March. Fiscal year 2013, ending on March 30, 2013 is a 52 week year, while fiscal year 2012, which ended on March 31, 2012, was a 53 week year. Quarterly periods within each such fiscal year are in most cases 13 weeks as opposed to three calendar months. All references to three month period, nine month period and years in the consolidated financial statements relate to fiscal periods or years rather than three month calendar quarters, nine calendar months or calendar years.

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

**(2) Revenue Recognition**

The Company records revenue when there is persuasive evidence of an arrangement, delivery has occurred, the price is fixed and determinable, and collectability is reasonably assured. This occurs when products are shipped or the customer accepts title transfer. If the arrangement involves acceptance terms, the Company defers revenue until product acceptance is received. On certain large development contracts, revenue is recognized upon achievement of substantive milestones. Determining whether a milestone is substantive is a matter of judgment and that assessment is performed only at the inception of the arrangement. The consideration earned from the achievement of a milestone must meet all of the following for the milestone to be considered substantive:

- a. It is commensurate with either of the following:
  1. The Company’s performance to achieve the milestone.
  2. The enhancement of the value of the delivered item or items as a result of a specific outcome resulting from the Company’s performance to achieve the milestone.
- b. It relates solely to past performance.
- c. It is reasonable relative to all of the deliverables and payment terms (including other potential milestone consideration) within the arrangement.

Milestones for revenue recognition are agreed upon with the customer prior to the start of the contract and some milestones will be tied to product shipping while others will be tied to design review.

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 one to three years depending on the product. 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.

### (3) Inventories

Inventories consisted of the following:

(In thousands)	December 29,	
	2012	March 31, 2012
Raw materials	\$ 2,018	\$ 2,313
Work-in-progress	1,745	1,651
Finished goods	65	241
Demonstration inventory	323	495
Total	\$ 4,151	\$ 4,700

### (4) Loss Per Common Share

Basic loss per common share (EPS) is calculated by dividing net income or loss by the weighted average common shares outstanding during the period. Diluted EPS reflects the net incremental shares that would be issued if unvested restricted shares became vested and 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. The shares used in per share computations are as follows:

(In thousands except per share data)	Three Month Periods Ended		Nine Month Periods Ended	
	December 29, 2012	December 31, 2011	December 29, 2012	December 31, 2011
Net loss	\$ (865)	\$ (2,613)	\$ (2,636)	\$ (3,952)

#### Weighted average:

Common shares outstanding	5,029	5,024	5,029	5,008
Potential common shares	-	-	-	-
Common shares assuming dilution	5,029	5,024	5,029	5,008

Net loss per share basic	\$ (0.17)	\$ (0.52)	\$ (0.52)	\$ (0.79)
Net loss per share diluted	\$ (0.17)	\$ (0.52)	\$ (0.52)	\$ (0.79)
Stock options not included in computation that could potentially dilute EPS in the future	1,467	1,172	1,467	1,172
Restricted stock awards not included in computation that could potentially dilute EPS in the future	50	90	50	90
Convertible preferred stock not included in computation that could potentially dilute EPS in the future	1,000	1,000	1,000	1,000
Warrants not included in computation that could potentially dilute EPS in the future	849	-	849	-

The number of stock options, restricted stock awards, convertible preferred stock, and warrants not included in the computation of diluted EPS for the three and nine month periods ended December 29, 2012 and December 31, 2011 is a result of the Company's net loss and, therefore, these securities are antidilutive. The weighted average exercise price of excluded options was \$1.61 for the three and nine month periods ended December 29, 2012. The weighted average exercise price of excluded options was \$1.80 for the three and nine month periods ended December 31, 2011.

**(5) Share Based Compensation**

The Company has established the 2005 Equity Incentive Plan, (the “2005 Plan”), which currently provides for the granting of options or awards for up to 1,750,000 shares of Common Stock. The Company records compensation cost associated with share-based compensation equivalent to the estimated fair value of the awards over the requisite service period. No options were granted in the third quarter of fiscal 2013. Options for 411,000 shares were granted in the nine month period ended December 29, 2012 with a weighted average grant date fair value of \$0.88. There were options for 441,500 shares granted during the third quarter of fiscal 2012 and options for 506,500 shares granted in the nine month period ended December 31, 2011 with weighted average grant date fair values of \$1.35 and \$1.35, respectively.

Included in the options granted during the nine month period ended December 29, 2012 are performance-based options for 100,000 shares granted as an inducement to a new employee outside the 2005 Plan. A portion of the options will vest following the filing of the Company’s Form 10-K for fiscal 2014 provided certain sales order goals are achieved by the Company. No compensation cost was recognized for these stock options during the three or nine month periods ended December 29, 2012 because management believes it is more than likely that the performance criteria will not be met.

No restricted stock awards were granted in the third quarter of fiscal 2013 or during the nine month period ended December 31, 2011. The Company granted 50,000 shares of restricted stock outside the 2005 Plan in the second quarter of fiscal 2013. The weighted average grant date fair value was \$1.18. The restricted stock awards are considered fixed awards as the number of shares and fair value are known at the grant date and the fair value at the grant date is amortized over the requisite service period net of estimated forfeitures. The restricted stock awards are performance-based and a portion of the shares will vest and become free of any restrictions following the filing of the Company’s Form 10-K for fiscal 2014 provided certain sales order goals are achieved by the Company. Compensation cost of \$7,000 and \$15,000 was recognized for restricted stock awards during the three and nine month periods ended December 29, 2012, respectively. No compensation cost was recognized for restricted stock awards during the nine month period ended December 31, 2011 because management believed it was more than likely that the performance criteria will not be met for the then non-vested restricted stock awards.

A summary of the changes in all restricted stock awards for the nine month period ended December 29, 2012 and the years ended March 26, 2011 and March 31, 2012 is as follows:

	Shares	Weighted Average Fair Value
Outstanding at March 27, 2010	- \$	-
Granted	90,000	2.34
Cancelled	-	-
Outstanding at March 26, 2011	90,000 \$	2.34
Granted	-	-
Cancelled	30,000	2.22
Outstanding at March 31, 2012	60,000 \$	2.40
Granted	50,000	1.18
Cancelled	60,000	2.40
<b>Outstanding at December 29, 2012</b>	<b>50,000 \$</b>	<b>1.18</b>
<b>Vested at December 29, 2012</b>	<b>- \$</b>	<b>-</b>



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-Merton option-pricing model and the following weighted average assumptions:

	Three Month Periods Ended		Nine Month Periods Ended	
	December 29, 2012	December 31, 2011	December 29, 2012	December 31, 2011
Dividend yield	N/A	None	None	None
Expected volatility	N/A	91.84%	87.73%	91.97%
Risk-free interest rate	N/A	0.91%	0.53%	0.99%
Expected term (years)	N/A	8.36	6.19	8.29

The computation of expected volatility used in the Black-Scholes-Merton option-pricing model is based on the historical volatility of the Company's share price. The expected term is estimated based on a review of historical employee exercise behavior with respect to option grants. The risk-free interest rate is based on the U.S. Treasury rates with maturity similar to the expected term of the option on the date of grant.

A summary of the changes in all stock options outstanding for the nine month period ended December 29, 2012 and the year ended March 31, 2012 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (Years)	Aggregate Intrinsic Value
<b>Outstanding at March 26, 2011</b>	885,014	\$ 1.96	2.5	\$ 459,708
Granted	744,000	1.58		
Exercised	35,590	1.36		
Forfeited / Expired	372,112	1.96		
<b>Outstanding at March 31, 2012</b>	1,221,312	\$ 1.74	6.7	\$ 3,041
Granted	411,000	1.22		
Exercised	-	-		
Forfeited / Expired	165,062	1.60		
<b>Outstanding at December 29, 2012</b>	<b>1,467,250</b>	<b>\$ 1.61</b>	<b>6.8</b>	<b>\$ 61,370</b>
<b>Exercisable at December 29, 2012</b>	<b>373,175</b>	<b>\$ 1.97</b>	<b>3.6</b>	<b>\$ -</b>
<b>At December 29, 2012, expected to vest in the future</b>	<b>779,081</b>	<b>\$ 1.49</b>	<b>7.9</b>	<b>\$ 43,701</b>

As of December 29, 2012, there was \$717,000 of total unrecognized compensation cost related to non-vested options and restricted stock granted under the 2005 Plan and outside of the 2005 Plan. That cost is expected to be recognized over a weighted average period of 1.97 years and will be adjusted for subsequent changes in estimated forfeitures. There were 84,050 options that vested during the quarter ended December 29, 2012. There were 22,000 options that vested during the quarter ended December 31, 2011. The total fair value of options vested during the quarters ended December 29, 2012 and December 31, 2011 was \$114,000 and \$31,000, respectively. There were 165,925 options that vested during the nine month period ended December 29, 2012. There were 134,500 options that vested during the nine month period ended December 31, 2011. The total fair value of options vested during the nine month periods ended December 29, 2012 and December 31, 2011 was \$225,000 and \$170,000, respectively. No cash was received from the exercise of stock options for the three or nine month periods ended December 29, 2012. No cash was received from the exercise of stock options for the three month period ended December 31, 2011. Cash received from the exercise of stock options for the nine month period ended December 31, 2011 totaled \$41,000 and related excess tax benefits or deficiencies were not significant. Share based compensation cost recognized in operating results for the three month periods ended December 29, 2012 and December 31, 2011 totaled \$100,000 and \$98,000, respectively. Share based compensation cost recognized in operating results for the nine month periods ended December 29, 2012 and December 31, 2011 totaled \$231,000 and \$215,000, respectively.

**(6) Industry Segment Information**

The Company has two reportable segments: Giga-tronics Division and Microsource. Giga-tronics 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 and 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.

The tables below present information for the three and nine month periods ended December 29, 2012 and December 31, 2011.

(In thousands)	Three Month Periods Ended						Three Month Periods Ended					
	At Dec. 29, 2012			December 29, 2012			At Dec. 31, 2011			December 31, 2011		
	Assets		Net Sales	Net Income		(Loss)	Assets		Net Sales	Net Income		(Loss)
Giga-tronics Division	\$	6,216	\$	2,250	\$	(944)	\$	8,622	\$	2,207	\$	(1,733)
Microsource		3,093		1,696		79		1,991		592		(880)
<b>Total</b>	<b>\$</b>	<b>9,309</b>	<b>\$</b>	<b>3,946</b>	<b>\$</b>	<b>(865)</b>	<b>\$</b>	<b>10,613</b>	<b>\$</b>	<b>2,799</b>	<b>\$</b>	<b>(2,613)</b>

(In thousands)	Nine Month Periods Ended						Nine Month Periods Ended					
	At Dec. 29, 2012			December 29, 2012			At Dec. 31, 2011			December 31, 2011		
	Assets		Net Sales	Net Income		(Loss)	Assets		Net Sales	Net Income		(Loss)
Giga-tronics Division	\$	6,216	\$	7,321	\$	(2,448)	\$	8,622	\$	8,218	\$	(1,994)
Microsource		3,093		4,088		(188)		1,991		2,164		(1,958)
<b>Total</b>	<b>\$</b>	<b>9,309</b>	<b>\$</b>	<b>11,409</b>	<b>\$</b>	<b>(2,636)</b>	<b>\$</b>	<b>10,613</b>	<b>\$</b>	<b>10,382</b>	<b>\$</b>	<b>(3,952)</b>

**(7) Warranty Obligations**

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

(In thousands)	Three Month Periods Ended				Nine Month Periods Ended			
	December 29, 2012		December 24, 2011		December 29, 2012		December 31, 2011	
Balance at beginning of period	\$	156	\$	191	\$	210	\$	200
Provision, net		(4)		47		(9)		155
Warranty costs incurred		(15)		(71)		(64)		(188)
<b>Balance at end of period</b>	<b>\$</b>	<b>137</b>	<b>\$</b>	<b>167</b>	<b>\$</b>	<b>137</b>	<b>\$</b>	<b>167</b>

**(8) Income Taxes**

The Company accounts for income taxes using the asset and liability method as codified in Topic 740. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards.

The Company's tax expense for the three and nine month periods ending December 29, 2012 was \$0 and \$2,000, respectively. The effective tax rate for the nine month periods ending December 29, 2012 and December 31, 2011 was 0% due to a valuation allowance recorded against the net deferred tax asset balance.

As of December 29, 2012, the Company did not record any unrecognized tax benefits related to uncertain tax positions. The unrecognized tax benefit is netted against the non-current deferred tax asset on the Consolidated Balance Sheet. The Company has not recorded a liability for any penalties or interest related to the unrecognized tax benefits. The Company is currently undergoing an audit by the California Franchise Tax Board for the fiscal years ended March 27, 2010 and March 26, 2011 and does not expect the liability for unrecognized tax benefits to change materially within the next 12 months.

**(9) Restructuring**

The Company took steps to reduce current and future expenses by reducing staff and by combining the operations in Santa Rosa into the San Ramon facility. This physical move is underway and is expected to be complete by May of 2013, as the Company must vacate its Santa Rosa facility at that time. Certain employee retention agreements will extend through December 2013. Substantially all of the restructuring costs are for the Microsource reportable segment. As of December 29, 2012 the Company had accrued \$314,000 within accounts payable related to these restructuring costs and no amounts have been paid through December 29, 2012.

A summary of the total restructuring costs, the amounts previously recognized, the amounts recognized for the nine month period ended December 29, 2012 and the amounts expected to be recognized between December 30, 2012 and December 28, 2013 are as follows:

Type of cost expected to be incurred:	Total Restructuring Cost	Recognized during the fiscal year ended Mar. 31, 2012	Recognized during the nine month period ended Dec. 29, 2012	Expected to be recognized between Dec. 30, 2012 and Dec. 28, 2013
(in thousands)				
Retention agreements for employees	\$ 506	\$ 31	\$ 275	\$ 200
Preparation of San Ramon facility	103		8	95
Training of San Ramon employees	34			34
Moving expenses	56			56
Clean-up of Santa Rosa facility	67			67
Total	\$ 766	\$ 31	\$ 283	\$ 452

**(10) Line of Credit**

On October 12, 2012, the Company entered into a Second Amended and Restated Loan and Security Agreement” (the “New Credit Facility”) with Silicon Valley Bank (the “Bank”). The New Credit Facility replaced the Company’s previous revolving line of credit with the Bank that had an expiration date of September 12, 2012, but was extended to October 15, 2012. The New Credit Facility, which expires on October 12, 2013, is secured by all assets of the Company and provides for a borrowing capacity equal to 80% of eligible accounts receivable on an aggregate basis, up to a maximum \$2.0 million, provided the Company maintains borrowing base eligibility, that is, a minimum cash balance of \$750,000. When the Company is not borrowing base eligible the Bank may limit credit extension to the 80% advance rate multiplied by the face amount of specific eligible accounts. The New Credit Facility contains a collateral handling fee of one-tenth of one percent (0.10%) on outstanding financed receivables for each calendar month based upon a 360 day year. When borrowing base eligible, the collateral handling fee is not applicable. Interest accrues on the average outstanding borrowings at a floating per annum rate equal to the greater of the Prime Rate plus two percent (2.00%) or six percent (6.00%). Any borrowings under the New Credit Facility may be repaid and such repaid amounts re-borrowed until the maturity date. Unless terminated by the Company or accelerated by the Bank in accordance with the terms of the agreement, the New Credit Facility will terminate on October 12, 2013, at which time all outstanding borrowings must be repaid by the Company. As of December 29, 2012, the Company’s outstanding borrowings under the New Credit Facility were \$975,000. There were no borrowings outstanding as of March 31, 2012.

**(11) Subsequent Event**

The Giga-tronics Board of Directors on January 24, 2013 announced the adoption of a Shareholders Rights Plan designed to assure that all Giga-tronics Shareholders would receive fair treatment in any takeover of the Company. The Plan provides for the distribution of one Right for each share of common stock outstanding on the record date of February 4, 2013.

The Rights Plan provides that in the event any person becomes the beneficial owner of 20% or more of the outstanding common shares (with specified exceptions for certain affiliated shareholders whose aggregate beneficial holdings now exceed 20%, provided their holdings do not increase materially), each Right (other than a Right held by the 20% Shareholder) will be exercisable, on and after the close of business on the tenth business day following such event, for the purchase of a number of Giga-tronics common shares (or equivalent securities) equal to the exercise price (initially \$15.00) divided by 50% of the then current fair market value of the common stock. The Plan further provides that if, on or after the occurrence of such event, the Company is merged into any other corporation or 50% or more of the Company's assets or earning power are sold, each Right (other than a Right held by the 20% Shareholder) will be exercisable to purchase a similar number of securities of the acquiring corporation.

The Rights expire on February 4, 2018 (unless previously triggered), and are subject to redemption by the Board of Directors at \$.001 per Right at any time prior to the first date upon which they become exercisable to purchase common shares.

A copy of the Rights Agreement has been filed with the Securities and Exchange Commission as an Exhibit to this Registration Statement on Form 8-A.

## Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

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-K for the fiscal year ended March 31, 2012 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. The Company consists of two operating and reporting segments: Giga-tronics Division and Microsource.

Our business is highly dependent on government spending in the defense electronics sector and wireless telecommunications markets. The Company experienced an increase in defense orders for the third quarter of fiscal 2013 versus the third quarter of fiscal 2012. Commercial orders have decreased slightly for the quarter ended December 29, 2012 as compared to the quarter ended December 31, 2011. The Company has seen an increase in defense orders for the first nine months of fiscal 2013 versus the same period last year.

The Company continues to monitor costs; including personnel, facilities and other expenses to more appropriately align costs with revenues.

### Results of Operations

New orders received by segment are as follows:

#### NEW ORDERS

(Dollars in thousands)	Three Month Periods Ended		
	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	\$ 1,935	\$ 2,190	(12%)
Microsource	312	310	1%
Total	\$ 2,247	\$ 2,500	(10%)

(Dollars in thousands)	Nine Month Periods Ended		
	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	\$ 6,217	\$ 8,405	(26%)
Microsource	8,528	2,108	305%
Total	\$ 14,745	\$ 10,513	40%

New orders received in the third quarter of fiscal 2013 decreased by 10% to \$2,247,000 from the \$2,500,000 received in fiscal 2012. New orders received in the first nine months of fiscal 2013 increased 40% to \$14,745,000 from the \$10,513,000 received in the first nine months of fiscal 2012. Orders at Giga-tronics Division decreased for the three month period ended December 29, 2012 primarily due to a decrease in commercial orders, whereas orders for the first nine months of fiscal 2013 decreased primarily due to a decrease in military demand for its products. In fiscal year 2012, Giga-tronics Division received a large first quarter signal generator order from the military which did not repeat in fiscal 2013. Orders at Microsource increased for the three and nine month periods ended December 29, 2012 compared to the three and nine month periods ended December 31, 2011, primarily due to a significant order from the military sector.

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

#### BACKLOG

(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
<b>Backlog of unfilled orders at end of period:</b>			
Giga-tronics Division	\$ 1,169	\$ 1,658	(29%)
Microsource	6,006	2,122	183%
<b>Total</b>	<b>\$ 7,175</b>	<b>\$ 3,780</b>	<b>90%</b>
<b>Backlog of unfilled orders shippable within one year:</b>			
Giga-tronics Division	\$ 1,169	\$ 1,658	(29%)
Microsource	4,977	2,122	135%
<b>Total</b>	<b>\$ 6,146</b>	<b>\$ 3,780</b>	<b>63%</b>

Backlog at the end of the third quarter of fiscal 2013 increased 90% as compared to the end of the same period last year and was primarily the result of booking of a substantial defense sector contract by Microsource.

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

#### ALLOCATION OF NET SALES

(Dollars in thousands)	Three Month Periods Ended		% change
	December 29, 2012	December 31, 2011	
Giga-tronics Division	\$ 2,250	\$ 2,207	2%
Microsource	1,696	592	186%
<b>Total</b>	<b>\$ 3,946</b>	<b>\$ 2,799</b>	<b>41%</b>

(Dollars in thousands)	Nine Month Periods Ended		% change
	December 29, 2012	December 31, 2011	
Giga-tronics Division	\$ 7,321	\$ 8,218	(11%)
Microsource	4,088	2,164	89%
<b>Total</b>	<b>\$ 11,409</b>	<b>\$ 10,382</b>	<b>10%</b>

Net sales in the third quarter of fiscal 2013 were \$3,946,000, a 41% increase from the \$2,799,000 in fiscal 2012. Net sales in the first nine months of fiscal 2013 increased 10% to \$11,409,000 from the \$10,382,000 in the first nine months of fiscal 2012. Sales at Giga-tronics Division remained flat for the third quarter of fiscal 2013 versus the same period last year. Sales at Giga-tronics Division decreased for the nine month period ended December 29, 2012 primarily due to a decrease in military shipments. The prior year shipments included a last time sale to a military customer for a now discontinued model. Sales in the first nine months of fiscal year 2013 were not enough to compensate for the sales lost to a discontinued model. Shipments at Microsource increased for the three and nine month periods ended December 29, 2012 compared to the three and nine month periods ended December 31, 2011, primarily due to shipment of a significant order for the military.

Cost of sales was as follows for the periods shown:

#### **COST OF SALES**

<b>(Dollars in thousands)</b>	<b>Three Month Periods Ended</b>		
	<b>December 29, 2012</b>	<b>December 31, 2011</b>	<b>% change</b>
Cost of sales	\$ 2,342	\$ 3,269	(28%)

<b>(Dollars in thousands)</b>	<b>Nine Month Periods Ended</b>		
	<b>December 29, 2012</b>	<b>December 31, 2011</b>	<b>% change</b>
Cost of sales	\$ 6,892	\$ 7,877	(13%)

Cost of sales as a percentage of sales decreased by 57.4% for the third quarter of fiscal 2013 to 59.4% compared to 116.8% for the third quarter of fiscal 2012. In the third quarter of fiscal year 2012 there was a large charge to inventory reserves for products deemed by Gigatronics management to have limited or no likelihood of future sales.

Cost of sales as a percentage of sales decreased by 15.5% for the first nine months of fiscal 2013 to 60.4% compared to 75.9% from the same period a year ago. The decrease is due to a large charge to inventory reserves in the third quarter of fiscal year 2012 as described above.

Operating expenses were as follows for the periods shown:

#### **Total Operating**

<b>(Dollars in thousands)</b>	<b>Three Month Periods Ended</b>			
	<b>December 29, 2012</b>	<b>December 31, 2011</b>	<b>change</b>	<b>% change</b>
Engineering	\$ 1,179	\$ 745	\$ 434	58%
Sales & Mktg and Administration	1,187	1,397	(210)	(15%)
Restructuring	99	-	99	0%
Total	\$ 2,465	\$ 2,142	\$ 323	15%

<b>(Dollars in thousands)</b>	<b>Nine Month Periods Ended</b>			
	<b>December 29, 2012</b>	<b>December 31, 2011</b>	<b>change</b>	<b>% change</b>
Engineering	\$ 3,159	\$ 2,060	\$ 1,099	53%
Sales & Mktg and Administration	3,703	4,393	(690)	(16%)
Restructuring	283	-	283	0%
Total	\$ 7,145	\$ 6,453	\$ 692	11%

Operating expenses increased 15% or \$323,000 in the third quarter of fiscal 2013 over the third quarter of fiscal 2012 primarily due to an increase of \$434,000 in product development expenses including costs associated with constructing prototype and beta test units and restructuring costs of \$99,000 (see below), which was partially offset by a \$210,000 reduction in selling, general and administrative expenses primarily related to personnel reductions in fiscal 2012 and lower sales commission expense due to increased house account sales. The Company plans to aggressively invest in its new instrument products but anticipates a future reduction in operating costs once the planned move of the Microsource operation from Santa Rosa to San Ramon is completed later this fiscal year.

Operating expenses increased 11% or \$692,000 in the first nine months of fiscal 2013 over fiscal 2012 due to an increase of \$1,099,000 in product development expenses including prototype and beta test unit costs and restructuring costs in fiscal 2013 (see below), which was partially offset by a \$690,000 reduction in selling, general and administrative expenses primarily related to personnel reductions in fiscal 2012 and lower sales commission expense due to increased house account sales. The Company plans to aggressively invest in its instrument products but anticipates a future reduction in operating costs once the planned move of the Microsource operation from Santa Rosa to San Ramon is completed later this fiscal year.

In the fourth quarter of fiscal 2012, Giga-tronics made the decision to move ahead with the relocation of its Santa Rosa, CA operation into one facility in San Ramon, CA to help with overhead absorption in San Ramon and to eliminate the facility expense in Santa Rosa. The Company announced its intentions to employees in February, 2012 and entered into employment agreements with all key Santa Rosa individuals to retain the talent needed to continue shipments during the transition and to ensure the new operation in San Ramon will run smoothly.

The major types of cost associated with this move and estimates of their respective total costs are shown:

<b>Type of Cost</b>	<b>Estimated Total Expense (In thousands)</b>	
Retention Agreements for employees	\$	506
Preparation of San Ramon facility		103
Training of San Ramon Employees		34
Moving expenses		56
Clean-up of Santa Rosa facility		67
<b>Total</b>	<b>\$</b>	<b>766</b>

Of the total estimated expense, only a prorated portion of the retention bonuses and a portion of the preparation of the San Ramon facility have been accrued as of December 29, 2012. The total restructuring expense for the three and nine month periods ending December 29, 2012 were \$99,000 and \$283,000, respectively. The balance of the restructuring costs will be expensed throughout the remainder of fiscal 2013 and through the third quarter of fiscal year 2014. The Company is required to vacate its Santa Rosa facility by May of 2013.

In summary, Giga-tronics recorded a loss before income taxes of \$865,000 for the third quarter of fiscal 2013 versus a loss before income taxes of \$2,613,000 for the same period last year. The loss before income taxes for the first nine months of fiscal 2013 was \$2,634,000 compared to \$3,950,000 for the first nine months of fiscal 2012.

#### **Financial Condition and Liquidity**

As of December 29, 2012, Giga-tronics had \$2,421,000 in cash and cash equivalents, compared to \$2,365,000 as of March 31, 2012.

Working capital at December 29, 2012 was \$4,146,000 compared to \$6,568,000 at March 31, 2012. The Company's current ratio (current assets divided by current liabilities) at December 29, 2012 was 1.92 compared to 4.14 on March 31, 2012. The decrease in working capital and current ratio was primarily attributable to the net loss of \$2,636,000 for the first nine months of fiscal 2013.

Cash used in operating activities amounted to \$841,000 for the nine month period ended December 29, 2012, compared to cash provided by operating activities of \$272,000 for the nine month period ended December 31, 2011. Cash used in operating activities during the first nine months of fiscal 2013 was primarily attributed to the net loss which was partially offset by a decrease in inventory and by cash received through advance customer payments which is recorded as deferred revenue. Cash provided by operations in the first nine months of fiscal 2012 was primarily attributable to decreases in accounts receivable, inventory, and deferred revenue which was substantially offset by the net loss for the period.



Additions to property and equipment were \$213,000 in the first nine months of fiscal 2013, of which \$170,000 were related to capital lease obligations, compared to \$192,000, of which \$31,000 were related to capital lease obligations, in the first nine months of fiscal 2012. The increase in property and equipment in fiscal 2013 was attributable to new engineering projects. The increase in property and equipment in fiscal 2012 was due to an upgrade of manufacturing equipment required for certain new products.

Deferred revenue was \$1,263,000 at December 29, 2012 compared to \$7,000 at March 31, 2012. The increase of \$1,256,000 was due primarily to cash received from advance customer billings during the first nine months of fiscal 2013 associated with a contract with a large aircraft manufacturer.

On October 12, 2012, the Company entered into a "Second Amended and Restated Loan and Security Agreement" (the "New Credit Facility") with Silicon Valley Bank (the "Bank"). The New Credit Facility, which expires on October 12, 2013, is secured by all assets of the Company and provides for a borrowing capacity equal to 80% of eligible accounts receivable on an aggregate basis, up to a maximum \$2.0 million, provided the Company maintains borrowing base eligibility which requires a minimum cash balance of \$750,000. Giga-tronics was borrowing base eligible at December 29, 2012 with an aggregate borrowing capacity of \$1.5 million.

When the Company is not borrowing base eligible the Bank may limit credit extension to the 80% advance rate multiplied by the face amount of specific eligible accounts. If the Company was not borrowing base eligible at December 29, 2012, the borrowing capacity would have been reduced to approximately \$1.2 million. As of December 29, 2012, the Company's outstanding borrowings under the New Credit Facility were \$975,000.

Subsequent to quarter end \$695,000 of the outstanding borrowing was repaid. As the Company continues to fund development of a new product cash requirements are expected to fluctuate throughout the research and development phase and continue through the new product launch. Management intends to draw upon the New Credit Facility from time to time to meet shortfalls in cash. All borrowings will be of short duration.

In order to achieve sustained profitability and positive cash flows from operations, the Company may need to further reduce operating expenses and increase revenue. During the prior fiscal year Giga-tronics completed a series of cost reduction actions which management anticipated would improve the operating expense structure, exclusive of new product development expense. The Company will continue to perform additional actions, as necessary. The ability to maintain, or increase, current revenue levels to sustain profitability will depend, in part, on demand for the Company's products. Management believes that existing cash and cash equivalent balances, along with cash expected to be generated from product sales, and the careful management of working capital requirements, and available borrowings under its bank line of credit which management expects to be available will be sufficient to fund operations, new product development efforts, anticipated capital expenditures, working capital, and other financing requirements for the next 12 months. In order to increase working capital, the Company may seek to obtain additional debt or equity financing, including from existing major shareholders. However, the Company cannot assure that such financing will be available or on terms favorable to the Company. At the date of this filing the Company has entered into negotiations to sell production rights for one of its products in a cash sale.

### **Item 3 - Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

### **Item 4 - 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 are effective to provide reasonable assurances that (i) 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, and (ii) such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

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 control over financial reporting.

Based on the above described procedures and actions taken, the Company's management, including its Chief Executive Officer and its Chief Financial Officer have concluded that as of December 29, 2012, the Company's internal control over financial reporting was effective based on the criteria described in the "COSO Internal Control – Integrated Framework."

## **Part II - Other Information**

### **Item 1 - Legal Proceedings**

As of December 29, 2012, 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 1a - Risk Factors**

There has been no material change to the risk factors disclosed in the registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2012.

### **Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3 - Defaults Upon Senior Securities**

None.

### **Item 4 - Mine Safety Disclosures**

Not applicable.

### **Item 5 - Other Information**

None.

### **Item 6 - 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.

101.INS\*\* XBRL Instance

101.SCH\*\* XBRL Taxonomy Extension Schema

101.CAL\*\* XBRL Taxonomy Extension Calculation

101.DEF\*\* XBRL Taxonomy Extension Definition

101.LAB\*\* XBRL Taxonomy Extension Labels

101.PRE\*\* XBRL Taxonomy Extension Presentation

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**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: February 8, 2013

/s/ John R. Regazzi

John R. Regazzi

President and Chief Executive Officer

(Principal Executive Officer)

Date: February 8, 2013

/s/ Frank D. Romejko

Frank D. Romejko

Vice President of Finance

Interim Chief Financial Officer

(Principal Accounting Officer)

**EXHIBIT 31.1**

**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-Q of Giga-tronics Incorporated;
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)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) 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
  - (d) 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: 2/8/2013

/s/ John R. Regazzi  
John R. Regazzi  
Chief Executive Officer

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

I, Frank D. Romejko, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Giga-tronics Incorporated;
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)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) 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
  - (d) 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: 2/8/2013

/s/ Frank D. Romejko  
Frank D. Romejko  
Vice President of Finance  
Interim Chief Financial Officer

**EXHIBIT 32.1**

**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-Q for the period ending December 29, 2012, 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.

Date: 2/8/2013

/s/ John R. Regazzi  
John R. Regazzi  
Chief Executive Officer

**EXHIBIT 32.2**

**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-Q for the period ending December 29, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frank D. Romejko, Vice President of Finance, Interim Chief Financial Officer, 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.

Date: 2/8/2013

/s/ Frank D. Romejko  
Frank D. Romejko  
Vice President of Finance  
Interim Chief Financial Officer