

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 June 24, 2017

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. **001-14605**

**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.)

**5990 Gleason Drive, Dublin CA 94568**

(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth 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)		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 10,142,153 shares of the Registrant's Common Stock outstanding as of August 1, 2017.

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## FORWARD-LOOKING STATEMENTS

This report on Form 10-Q contains forward-looking statements about Giga-tronics Incorporated (the "Company") for which it claims the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or board of directors, including those relating to products, revenue or cost savings; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes", "anticipates", "expects", "intends", "targeted", "projected", "continue", "remain", "will", "should", "may" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

These forward-looking statements are based on Management's current knowledge and belief and include information concerning the Company's possible or assumed future financial condition and results of operations. A number of factors, some of which are beyond the Company's ability to predict or control, could cause future results to differ materially from those contemplated. These factors include but are not limited to risks related to (1) the Company's potential inability to obtain necessary capital to finance its operations and to continue as a going concern; (2) the Company's ability to develop competitive products in a market with rapidly changing technology and standards; (3) the results of pending or threatened litigation; (4) risks related to customers' credit worthiness/profiles; (5) changes in the Company's credit profile and its ability to borrow; (6) a potential decline in demand for certain of the Company's products; (7) potential product liability claims; (8) the potential loss of key personnel; and (9) U.S. and international economic conditions. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. The reader is directed to the Company's annual report on Form 10-K for the year ended March 25, 2017 or further discussion of factors that could affect the Company's business and cause actual results to differ materially from those expressed in any forward-looking statement made in this report. The Company undertakes no obligation to update any forward-looking statements in this report.

**PART I – FINANCIAL INFORMATION**

**ITEM 1 - FINANCIAL STATEMENTS**

**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

<b>(In thousands except share data)</b>	<b>June 24, 2017</b>	<b>March 25, 2017</b>
<b>Assets</b>		
Current assets:		
Cash and cash-equivalents	\$ 1,137	\$ 1,421
Trade accounts receivable, net of allowance of \$45, respectively	748	954
Inventories, net	4,989	4,811
Prepaid expenses and other current assets	377	452
<b>Total current assets</b>	<b>7,251</b>	<b>7,638</b>
Property and equipment, net	1,052	528
Other long term assets	175	175
Capitalized software development costs	582	733
<b>Total assets</b>	<b>\$ 9,060</b>	<b>\$ 9,074</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Line of credit	\$ 582	\$ 582
Accounts payable	666	1,107
Loan payable, net of discounts and issuance costs	1,315	—
Equity forward, at estimated fair value	46	—
Accrued payroll and benefits	427	583
Deferred revenue	3,447	3,614
Capital lease obligations	51	50
Deferred liability related to asset sale	375	375
Other current liabilities	710	707
<b>Total current liabilities</b>	<b>7,619</b>	<b>7,018</b>
Warrant liability, at estimated fair value	222	222
Long term deferred rent	451	—
Long term obligations - capital lease	100	114
<b>Total liabilities</b>	<b>8,392</b>	<b>7,354</b>
Commitments and contingencies		
Shareholders' equity:		
Convertible preferred stock of no par value Authorized - 1,000,000 shares; Series A - designated 250,000 shares; no shares at June 24, 2017 and March 25, 2017 issued and outstanding	—	—
Series B, C, D- designated 19,500 shares; 18,533.51 shares at June 24, 2017 and March 25, 2017 issued and outstanding; (liquidation preference of \$3,540 at June 24, 2017 and March 25, 2017)	2,911	2,911
Common stock of no par value; Authorized - 40,000,000 shares; 10,139,653 shares at June 24, 2017 and 9,594,203 shares at March 25, 2017 issued and outstanding	24,596	24,390
Accumulated deficit	(26,839)	(25,581)
<b>Total shareholders' equity</b>	<b>668</b>	<b>1,720</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 9,060</b>	<b>\$ 9,074</b>

*See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements*

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

<b>(In thousands except per share data)</b>	<b>Three Months Ended</b>	
	<b>June 24, 2017</b>	<b>June 25, 2016</b>
<b>Net sales</b>	\$ 1,991	\$ 3,442
Cost of sales	1,525	2,517
<b>Gross margin</b>	466	925
<b>Operating expenses:</b>		
Engineering	452	530
Selling, general and administrative	1,171	1,305
Total operating expenses	1,623	1,835
<b>Operating loss</b>	(1,157)	(910)
Gain on sale of product line	—	802
Gain/(loss) on adjustment of warrant liability to fair value	—	46
<b>Interest expense:</b>		
Interest expense, net	(79)	(29)
Interest expense from accretion of loan discount	(22)	(11)
Total interest expense, net	(101)	(40)
<b>Loss before income taxes</b>	(1,258)	(102)
Provision for income taxes	—	—
<b>Net loss</b>	\$ (1,258)	\$ (102)
<b>Loss per common share - basic</b>	\$ (0.13)	\$ (0.01)
<b>Loss per common share - diluted</b>	\$ (0.13)	\$ (0.01)
<b>Weighted average common shares used in per share calculation:</b>		
Basic	9,715	9,550
Diluted	9,715	9,550

*See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements*

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

<b>(In thousands)</b>	<b>Three Months Ended</b>	
	<b>June 24, 2017</b>	<b>June 25, 2016</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (1,258)	\$ (102)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	247	91
Share based compensation	46	72
Adjustment of warrant liability to fair value	—	(46)
Capitalized software development costs	—	(334)
Estimated equity forward	46	—
Accretion of discounts on debt	22	11
Change in deferred rent	451	(32)
Gain on sale of product line	—	(802)
Changes in operating assets and liabilities:		
Trade accounts receivable	206	304
Inventories	(178)	(553)
Prepaid expenses and other assets	75	63
Accounts payable	(441)	(173)
Accrued payroll and benefits	(156)	81
Deferred revenue	(167)	1,101
Other current liabilities	—	(270)
<b>Net cash used in operating activities</b>	<b>(1,107)</b>	<b>(589)</b>
<b>Cash flows from investing activities:</b>		
Cash received from sale of product lines	—	1,225
Purchases of property and equipment	(620)	(30)
<b>Net cash (used in) provided by investing activities</b>	<b>(620)</b>	<b>1,195</b>
<b>Cash flows from financing activities:</b>		
Principal payments on capital leases	(13)	(11)
Proceeds from borrowings, net of issuance costs	1,456	—
Repayments of debt	—	(130)
<b>Net cash provided by (used in) financing activities</b>	<b>1,443</b>	<b>(141)</b>
<b>(Decrease)/Increase in cash and cash-equivalents</b>	<b>(284)</b>	<b>465</b>
<b>Beginning cash and cash-equivalents</b>	<b>1,421</b>	<b>1,331</b>
<b>Ending cash and cash-equivalents</b>	<b>\$ 1,137</b>	<b>\$ 1,796</b>
<b>Supplementary disclosure of cash flow information:</b>		
Cash paid for income taxes	\$ —	\$ —
Cash paid for interest	\$ 39	\$ 23
<b>Supplementary disclosure of noncash investing and financing activities:</b>		
Common stock issued in connection with debt issuance	\$ 156	\$ —
Fully depreciated equipment disposal	\$ 377	\$ 67

*See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements*

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### **(1) Organization and Significant Accounting Policies**

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 25, 2017.

*Principles of Consolidation* The consolidated financial statements include the accounts of Giga-tronics and its wholly-owned subsidiary. All significant intercompany balances and transactions have been eliminated in consolidation.

*Derivatives* The Company accounts for certain of its warrants and embedded debt features as derivatives. Changes in fair values are reported in earnings as gain or loss on adjustment of these instruments to fair value.

*Software Development Costs* Development costs included in the research and development of new software products and enhancements to existing software products are expensed as incurred, until technological feasibility in the form of a working model has been established. Capitalized development costs are amortized over the expected life of the product and evaluated each reporting period for impairment.

*Discontinued Operations* The Company reviews its reporting and presentation requirements for discontinued operations in accordance with the guidance provided by ASC 205-20 as it moves to newer technology within the test and measurement market from legacy products to the newly developed Advanced Signal Generator. The disposal of these product line sales represent an evolution of the Company’s Giga-tronics Division to a more sophisticated product offered to the same customer base. The Company has evaluated the sales of product lines (see Note 9, Sale of Product Lines) concluding that each product line does not meet the definition of a “component of an entity” as defined by ASC 205-20. The Company is able to distinguish revenue and gross margin information as disclosed in Note 9, Sale of Product Lines to the accompanying financial statements however, operations and cash flow information is not clearly distinguishable and the Company is unable to present meaningful information about results of operations and cash flows from those product lines.

*New Accounting Standards* In November 2015, the FASB issued ASU 2015-17 – *Income Taxes (Topic 740): “Balance Sheet Classification of Deferred Taxes”*. Topic 740 is effective for public business entities for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. The amendments may be applied prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. The amendments in ASU 2015-17 eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09 (“ASU 2016-09”), *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 simplifies several aspects of the accounting for employee share-based payments, including accounting for income taxes, forfeitures, statutory tax withholding requirements, and classification on the statement of cash flows. The amendments in this ASU are effective for annual periods beginning after December 15, 2016, with early adoption permitted. The Company adopted this standard in the first quarter ended June, 24, 2017, the adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In May 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2017-09 (“ASU 2017-09”), *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting*. ASU 2017-09 was issued to provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments in this ASU are effective for annual periods beginning after December 15, 2017. The Company does not expect that the standard will have a material effect on its consolidated financial statements and will apply this guidance to applicable transactions after the adoption date.

In February 2016, the FASB issued ASU 2016-02 (“ASU 2016-02”), *Leases*. ASU 2016-02 requires that lessees recognize assets and liabilities for the rights and obligations for leases with a lease term of more than one year. The amendments in this ASU are effective for annual periods ending after December 15, 2018. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09 (“ASU 2014-09”), *Revenue from Contracts with Customers*. ASU 2014-09 establishes a broad principle that would require an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this principle, an entity identifies the contract with a customer, identifies the separate performance obligations in the contract, determines the transaction price, allocates the transaction price to the separate performance obligations and recognizes revenue when each separate performance obligation is satisfied. ASU 2014-09 was further updated in March, April, May, and December 2016 to provide clarification

on a number of specific issues as well as requiring additional disclosures. ASU 2014-09 may be applied either retrospectively or through the use of a modified-retrospective method. The full retrospective method requires companies to recast each prior reporting period presented as if the new guidance had always existed. Under the modified retrospective method, companies would recognize the cumulative effect of initially applying the standard as an adjustment to opening retained earnings at the date of initial application. On July 9, 2015, the FASB approved a one year deferral of the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017. The Company has not yet completed its evaluation of the impact of ASU 2014-09 on its past and future revenue recognition and related disclosure.



## **(2) Going Concern and Management's Plan**

The Company incurred net losses of \$1.3 million and \$102,000 in the first quarter of fiscal 2018 and fiscal 2017, respectively. These losses have contributed to an accumulated deficit of \$26.8 million as of June 24, 2017. The Company used cash flow in operations totaling \$1.1 million and \$589,000 in the first quarter of fiscal 2018 and 2017, respectively.

The Company has experienced delays in the development of features, receipt of orders, and shipments for the new Advanced Signal Generator ("ASG"). These delays have contributed, in part to a decrease in working capital. The new ASG product has shipped to several customers, but potential delays in the development of features, longer than anticipated sales cycles, or uncertainty as to the Company's ability to efficiently manufacture the ASG, could significantly contribute to additional future losses and decreases in working capital.

To help fund operations, the Company relies on advances under the line of credit with Bridge Bank which expires on May 6, 2019. The agreement includes a subjective acceleration clause, which allows for amounts due under the facility to become immediately due in the event of a material adverse change in the Company's business condition (financial or otherwise), operations, properties or prospects, or ability to repay the credit based on the lender's judgement. As of June 24, 2017, the line of credit had a balance of \$582,000.

These matters raise substantial doubt as to the Company's ability to continue as a going concern.

To address these matters, the Company's management has taken several actions to provide additional liquidity and reduce costs and expenses going forward. These actions are described in the following paragraphs.

- On April 27, 2017, the Company entered into a new loan agreement with PFG. Under the terms of the agreement, PFG made a term loan to the Company in the principal amount of \$1,500,000, with funding occurring on April 28, 2017. The loan has a two-year term, with interest only payments for the term of the loan. However, as of June 24, 2017, the Company was not in compliance with certain revenue and shareholders' equity covenants. On August 2, 2017, the Company and PFG entered into a short-term forbearance arrangement (through the end of August) with respect to such noncompliance. No assurance can be given that the Company will be able to comply with the terms of the forbearance agreement that the parties agreed on, or that PFG will agree to a further extension of forbearance at the end of the initial forbearance period. The default interest rate associated with the forbearance agreement is 6%. The Company will most likely be required to raise additional capital to rectify the noncompliance. No assurance can be given that the Company will be able to raise sufficient capital on timely basis.
- In July 2016, Microsource received a \$1.9 million non-recurring engineering order associated with redesigning a component of its high performance YIG filter used on an aircraft platform. The Company delivered NRE services for approximately \$314,000 during the first quarter of fiscal 2018 and we expect to continue such services over the next nine to twelve months.

In March 2017 and July 2017, Microsource received two orders totaling \$875,000 associated with its high performance YIG filter used on an aircraft platform; we expect to start shipping the filters in the second quarter of fiscal 2018.

- In July 2017, the Giga-tronics Division received a \$1.7 million order from the United States Navy for the Real-Time Threat Emulation Systems ("TEMS") which the Company expects to ship in fiscal 2018.
- With the elimination of Giga-tronics Switch, Power Meter, Amplifier, and Signal Generator legacy product lines resulting from the Asset Purchase Agreements with Spanawave and Astronics, (see Note 9, Sale of Product Lines), the Company has been able to reduce expenses, while providing additional cash for operations from the proceeds of the sales. The Company is also expecting longer term reductions in overhead costs by the relocating of its operations into a smaller facility beginning in the first quarter of fiscal 2018.
- In the first quarter of fiscal 2016, the Company's Microsource business unit also finalized a multiyear \$10.0 million YIG production order ("YIG Production Order"). The Company started shipping the YIG Production Order in the second quarter of fiscal 2017, and we expect to ship the remainder through fiscal 2020.
- To assist with the upfront purchases of inventory required for future product deliveries, the Company entered into advance payment arrangements with certain customers, whereby the customers reimburse the Company for raw material purchases prior to the shipment of the finished products. In the first quarter of fiscal 2018, the Company entered into advance payment arrangements totaling \$160,000. The Company will continue to seek similar terms in future agreements with these customers and other customers.

Management will continue to review all aspects of the business in an effort to improve cash flow and reduce costs and expenses, while continuing to invest, to the extent possible, in new product development for future revenue streams.

Management will also continue to seek additional working capital through debt, equity financing or possible product line sales, however there are no assurances that such financings or sales will be available at all, or on terms acceptable to the Company.

The Company's historical operating results and forecasting uncertainties indicate that substantial doubt exists related to the Company's ability to continue as a going concern. Forecasting uncertainties exist with respect to the ASG product line due to the potential longer than anticipated sales cycles as well as with potential delays in the refinement of certain features, and/or the Company's ability to efficiently manufacture it in a timely manner. The accompanying Consolidated Financial Statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that might result if the Company were unable to do so.

### **(3) 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. The Company limits the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or refund privileges. The Company evaluates each deliverable in an arrangement to determine whether they represent separate units of accounting. 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. In fiscal 2015 the Company's Microsource business unit received a \$6.5 million order from a major aerospace company for non-recurring engineering services to develop a variant of its high performance fast tuning YIG filters for an aircraft platform and to deliver a limited number of flight-qualified prototype hardware units (the "NRE Order") which is being accounted for on a milestone basis. The Company considered factors such as estimated completion dates and product acceptance of the order prior to accounting for the NRE Order as milestone revenue. There was no revenue recognized during the three-month period ended June 24, 2017 as the Company had delivered all milestones associated with this contract. During the three-month period ended June 25, 2016, revenue recognized on a milestone basis were \$145,000.

On certain contracts with several of the Company's significant customers the Company receives payments in advance of manufacturing. Advanced payments are recorded as deferred revenue until the revenue recognition criteria described above have been met.

Accounts receivable are stated at their net realizable value. The Company has estimated an allowance for uncollectable accounts based on analysis of specifically identified accounts, outstanding receivables, consideration of the age of those receivables, the Company's historical collection experience, and adjustments for other factors management believes are necessary based on perceived credit risk.

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 twelve to eighteen months depending on the customer. 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.

### **(4) Inventories**

Inventories net of inventory reserves totaling \$3.4 million at June 24, 2017 and March 25, 2017, respectively consisted of the following:

<b>(In thousands)</b>	<b>June 24, 2017</b>	<b>March 25, 2017</b>
Raw materials	\$ 1,411	\$ 1,775
Work-in-progress	2,931	2,155
Finished goods	239	473
Demonstration inventory	408	408
<b>Total</b>	<b>\$ 4,989</b>	<b>\$ 4,811</b>

## **(5) Software Development Costs**

On September 3, 2015, the Company entered a software development agreement with a major aerospace and defense company whereby the aerospace company developed and licensed its simulation software to the Company. The simulation software (also called Open Loop Simulator or OLS technology) is currently the aerospace company's intellectual property. The OLS technology generates threat simulations and enables various hardware to generate signals for performing threat analysis on systems under test. The Company licenses the OLS software as a bundled or integrated solution with its Advanced Signal Generator system.

The Company paid the aerospace company software development costs and fees for OLS of \$1.2 million in the aggregate (this includes an amendment to the software development agreement for additional features and functionality), which was paid in monthly installments as the work was performed by the aerospace company through the third quarter of fiscal 2017. The OLS technology is a perpetual license agreement that may be terminated by the Company at any time as long as the Company provides a notice to the aerospace company and pays for the development costs incurred through the notice termination date. The Company is also obligated to pay royalties to the aerospace company on net sales of its Advanced Signal Generator product sold with the OLS software equal to seven percent of net sales price of each ASG system sold and subject to certain minimums. The Company expenses research and development costs as they are incurred. Development costs of computer software to be sold, leased, or otherwise marketed are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers.

As of June 24, 2017 and March 25, 2017, capitalized software costs were \$582,000 and \$733,000, respectively. The Company began amortizing the costs of capitalized software to cost of sales in third quarter of fiscal 2017 using the straight-line methodology over an estimated three-year amortization period. During the fourth quarter of fiscal 2017, the Company changed its estimated amortization period from three years to two years due to the longer than anticipated procurement cycle associated with the ASG TEmS product line. The Company also amortized capitalized software costs using the estimated percentage of revenue approach (which was greater than straight-line amortization) in the fourth quarter of fiscal 2017. During the first quarter of fiscal 2018, the Company had no revenues associated with its ASG TEmS product line and therefore amortized capitalized software costs on a straight-line basis. Amortization of capitalized software costs recorded during the first quarter of fiscal 2018 were \$151,000. There was no amortization recorded in the first quarter of fiscal 2017 as the Company had not yet released its ASG TEmS units.

## **(6) Accounts Receivable Line of Credit**

On June 1, 2015 the Company entered into a \$2.5 million Revolving Accounts Receivable Line of Credit agreement with Bridge Bank. The agreement provides for a maximum borrowing capacity of \$2.5 million of which \$2.0 million is subject to a borrowing base calculation and \$500,000 is non-formula based. On May 23, 2017, the Company renewed this credit line (which expired on May 7, 2017) through May 6, 2019.

The loan agreement is secured by all assets of the Company including intellectual property and general intangibles and provides for a borrowing capacity equal to 80% of eligible accounts receivable. The loan matures on May 6, 2019 and bears an interest rate, equal to 1.5% over the bank's prime rate of interest (which was 4.25% at June 24, 2017 resulting in an interest rate of 5.75%). Interest is payable monthly with principal due upon maturity. The Company paid an annual commitment fee of \$12,500 in May 2017. The loan agreement contains financial and non-financial covenants that are customary for this type of lending and includes a covenant to maintain an asset coverage ratio of at least 150% (defined as unrestricted cash and cash equivalents maintained with Bridge Bank, plus eligible accounts receivable aged less than 90 days from the invoice date, divided by the total amount of outstanding principal of all obligations under the loan agreement). While the Company maintained the asset coverage ratio, the Company was in a cross default at June 24, 2017, as a result of the PFG noncompliance described in Note 7 below.

The line of credit requires a lockbox arrangement, which provides for receipts to be swept daily to reduce borrowings outstanding at the discretion of Bridge Bank. This arrangement, combined with the existence of the subjective acceleration clause in the line of credit agreement, necessitates the line of credit be classified as a current liability on the balance sheet. The acceleration clause allows for amounts due under the facility to become immediately due in the event of a material adverse change in the Company's business condition (financial or otherwise), operations, properties or prospects, or ability to repay the credit based on the lender's judgment. As of June 24, 2017, the Company's total outstanding borrowings under the Bridge Bank line of credit were \$582,000.

## **(7) Term Loans, Revolving Line of Credit and Warrants**

On April 27, 2017, the Company entered into a new loan agreement with PFG (Partners For Growth V, L.P.). Under the terms of the agreement, PFG made a term loan to Giga-tronics in the principal amount of \$1,500,000, with funding occurring on April 28, 2017.

The loan has a two-year term, with interest only payments for the term of the loan. The principal amount of the loan plus any accrued interest will be due upon maturity. The loan bears interest at an aggregate per annum rate equal to 16% per annum, fixed, which is comprised of cash interest reflecting a 9.5% per annum rate and deferred interest reflecting a 6.5% per annum rate. The Company will pay the cash interest monthly and will accrue deferred interest on the unpaid principal balance. The deferred interest will be due and payable upon maturity. In addition, the Company agreed to pay PFG a charge of up to \$100,000 due and payable upon maturity (the "back-end fee"), \$76,000 of which was earned on April 27, 2017, and \$24,000 of which is earned at the rate of \$1,000 per month on the first day of each month if the loan principal (of any amount) is outstanding during any day of the prior month. If the Company meets or exceeds certain revenue and net income minimums in fiscal 2018, the amount could be reduced by 25 percent. To stay in compliance with the loan terms, the Company must meet certain financial covenants associated with minimum quarterly revenues and monthly minimum

shareholders' equity. The lender can accelerate the maturity of the loan in case of a default. The Company can prepay the loan before maturity at any time without fee or penalty.

In connection with its loan to the Company, PFG will receive up to 250,000 shares of common stock, 190,000 of which was earned on April 27, 2017 and 60,000 of which is earned at the rate of 2,500 per month on the first day of each month if the loan principal (of any amount) is outstanding during any day of the prior month.

The Company has pledged all its assets as collateral for the loan made by PFG, including all its accounts, inventory, equipment, deposit accounts, intellectual property and all other personal property. The PFG loan is subordinate to the Bridge Bank line of credit (see Note 6, Accounts Receivable Line of Credit).

The requirement to issue 60,000 shares of the Company's common stock over the term of the loan is an embedded derivative (an embedded equity forward). The Company evaluated the embedded derivative in accordance with ASC 815-15-25. The embedded derivative is not clearly and closely related to the debt host instrument and therefore has been separately measured at fair value, with subsequent changes in fair value recognized in the Condensed Consolidated Statements of Operations.

The proceeds received upon issuing the loan was allocated to: i) common stock, for the fair value of the 190,000 shares of common stock initially issued to the lender; ii) the fair value of the embedded derivative; and iii) the loan host instrument. Upon issuance of the loan, the Company recognized \$1,576,000 of principal payable to PFG, representing the stated principal balance of \$1,500,000 plus the initial back-end fee of \$76,000. The initial carrying value of the loan was recognized net of debt discount aggregating approximately \$326,000, which is comprised of the following:

Fees paid to the lender and third parties	\$	44,000
Backend fee		76,000
Estimated fair value of embedded equity forward		49,000
Fair value of 190,000 shares of common stock issued to lender		157,000
Aggregate discount amount	\$	326,000

The bifurcated embedded derivative and the debt discount are presented net with the related loan balance in the Condensed Consolidated Balance Sheets. The debt discount is amortized to interest expense over the loan's term using the effective interest method.

The Company amortized approximately \$22,000 to interest expense in the quarter ended June 24, 2017. Additionally, the Company recognized a loss of approximately \$500 in the in the quarter ended June 24, 2017 due to the estimated increase in fair value of the embedded equity forward.

PFG's ability to call the debt on default (contingent put) and its ability to assess interest rate at a default rate (contingent interest) are embedded derivatives which the Company evaluated. The fair value of these embedded features were determined to be immaterial and were not bifurcated from the debt host for accounting purposes.

As of June 24, 2017, the Company was not in compliance with certain financial covenants associated with the PFG loan. On August 2, 2017, the Company and PFG entered into a short-term forbearance arrangement (through the end of August) with respect to such noncompliance. No assurance can be given that the Company will be able to comply with the terms of the forbearance agreement that the parties agreed on, or that PFG will agree to a further extension of forbearance at the end of the initial forbearance period. There is a 6% default rate associated with the forbearance agreement. The Company will most likely be required to raise additional capital to rectify the noncompliance. No assurance can be given that the Company will be able to raise sufficient capital on timely basis.

On March 13, 2014, the Company entered into a three year, \$2.0 million term loan agreement with PFG under which the Company received \$1.0 million on March 14, 2014 ("First Draw"). Interest on the initial \$1.0 million term loan was fixed at 9.75%. On June 16, 2014, the Company amended its loan agreement with PFG (the "Amendment"). Under the terms of the Amendment, PFG made a revolving credit line available to Giga-tronics in the amount of \$500,000, and the Company borrowed the entire amount on June 17, 2014. The revolving line had a thirty-three month term. The Amendment reduced the future amount potentially available for the Company to borrow under the PFG Loan agreement from \$1.0 million to \$500,000. The interest on the PFG revolving credit line was fixed, calculated on a daily basis at a rate of 12.50% per annum. The Company as of June 24, 2017, and March 25, 2017 had fully repaid both the \$1.0 million term loan and the \$500,000 revolving credit line.

In connection with the March 2014 loan agreement, the Company issued warrants convertible into shares of the Company's common stock, of which 180,000 were exercisable upon receipt of the initial \$1.0 million from the First Draw, and 80,000 became exercisable with the First Amendment. Each warrant issued under the loan agreement has a term of five years and an exercise price of \$1.42 which was equal to the average NASDAQ closing price of the Company's common stock for the ten trading days prior to the First Draw.

If the warrants are not exercised before expiration on March 31, 2019, the Company would be required to pay PFG \$150,000 and \$67,000 as settlement for warrants associated with the First Draw and the Amendment, respectively. The warrants could be settled for cash at an earlier date in the event of any acquisition or other change in control of the Company, future public issuance of Company securities or liquidation (or substantially similar event) of the Company. The Company currently has no definitive plans for any of the aforementioned events, and as a result, the cash payment date is estimated to be the expiration date unless warrants are exercised before then. The warrants have the characteristics of both debt and equity and are accounted for as a derivative liability measured at fair value each reporting period with the change in fair value recorded in earnings.

As of June 24, 2017, and March 25, 2017, the estimated fair values of the derivative liabilities associated with the warrants issued in connection with the First Draw and Amendment were \$133,000 and \$89,000, respectively, for a combined value of \$222,000, respectively. There was no change in the fair value of the warrant liability in the first quarter ended June 24, 2017. The change in the fair value of the warrant liability totaled \$46,000 for the first quarter ended June 25, 2016 and is reported in the accompanying statement of operations as a gain on adjustment of derivative liability to fair value. There was no accretion recorded in the first quarter ended June 24, 2017 in connection with the March 2014 loan agreement as the loan was paid in full. For the quarter ended June 25, 2016, the Company recorded accretion of discount expense associated with the warrants issued with the PFG Loan of \$11,000.

## **(8) Fair Value**

Pursuant to the accounting guidance for fair value measurement and its subsequent updates, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. The accounting guidance establishes a hierarchy for inputs used in measuring fair value that minimizes the use of unobservable inputs by requiring the use of observable market data when available. Observable inputs are inputs that market participants

would use in pricing the asset or liability based on active market data. Unobservable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances.

The fair value hierarchy is broken down into the three input levels summarized below:

- *Level 1* —Valuations are based on quoted prices in active markets for identical assets or liabilities and readily accessible by us at the reporting date. Examples of assets and liabilities utilizing Level 1 inputs are certain money market funds, U.S. Treasuries and trading securities with quoted prices on active markets.
- *Level 2* —Valuations based on inputs other than the quoted prices in active markets that are observable either directly or indirectly in active markets. Examples of assets and liabilities utilizing Level 2 inputs are U.S. government agency bonds, corporate bonds, commercial paper, certificates of deposit and over-the-counter derivatives.
- *Level 3* —Valuations based on unobservable inputs in which there are little or no market data, which require us to develop our own assumptions.

Fair value measurements discussed herein are based upon certain market assumptions and pertinent information available to management as of and during the three month period ended June 24, 2017. The carrying values of cash and cash equivalents, trade accounts receivable, line of credit, term debt and accounts payable approximate their fair values given their short-term nature. As of June 24, 2017, the carrying value of the outstanding PFG loan approximates the estimated aggregate fair value, since the embedded equity forward is recognized at fair value and classified with the loan host. The fair value estimate of the embedded equity forward is based on the closing price of the Company's common stock on the measurement date, the risk-free rate, the date of expiration, and any expected cash distributions of the underlying asset before expiration. The estimated fair value of the embedded equity forward represents a Level 2 measurement.

*Derivatives* The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including notes payable, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The Company accounts for certain of its warrants as derivatives. Changes in fair values are reported in earnings as gain or loss on adjustment of warrant liability to fair value.

Embedded derivatives must be separately measured from the host contract if all the requirements for bifurcation are met. The assessment of the conditions surrounding the bifurcation of embedded derivatives depends on the nature of the host contract. Bifurcated embedded derivatives are recognized at fair value, with changes in fair value recognized in the statement of operations each period. Bifurcated embedded derivatives are classified with the related host contract in the Company's balance sheet.

The Company's derivative warrant liability is measured at fair value on a recurring basis and is categorized as Level 3 in the fair value hierarchy. The derivative warrant liability is valued using a Monte Carlo simulation model, which used the following assumptions as of June 24, 2017: (i) the remaining expected life of 1.7 years, (ii) the Company's historical volatility rate of 101.1%, (iii) risk-free interest rate of 1.26%, and (iv) a discount rate of thirty percent.

The aforementioned derivative warrant liability and equity forward are the Company's only asset and liability recognized and measured at fair value on a recurring or non-recurring basis and are follows:

#### Fair Value Measurements as of June 24, 2017

(In Thousands):

	Level 1	Level 2	Level 3
Warrant liability	\$ —	\$ —	\$ 222
Equity forward	—	46	—
Total	\$ —	\$ 46	\$ 222

#### Fair Value Measurements as of March 25, 2017

(In Thousands):

	Level 1	Level 2	Level 3
Warrant liability	\$ —	\$ —	\$ 222
Total	\$ —	\$ —	\$ 222

There were no transfers between Level 1, Level 2 or Level 3 for the quarter ended June 24, 2017.

The table below summarizes changes in gains and losses recorded in earnings for Level 3 assets and liabilities that are still held at June 24, 2017:

(In thousands)	Quarter Ended June 24, 2017	Quarter Ended June 25, 2016
Warrant liability at beginning of year	\$ 222	\$ 353
Gains on adjustment of warrant liability to fair value	—	(46)
Losses on adjustment of warrant liability to fair value	—	—
Warrant liability at end of period	\$ 222	\$ 307

There were no assets measured at fair value on a recurring basis and there were no assets or liabilities measured on a non-recurring basis at June 24, 2017 and March 25, 2017.

The following table presents quantitative information about recurring Level 3 fair value measurements at June 24, 2017 and March 25, 2017:

June 24, 2017	Valuation Technique(s)	Unobservable Input
Warrant liability	Monte Carlo	Discount rate 30%
March 25, 2017	Valuation Techniques(s)	Unobservable Input
Warrant liability	Monte Carlo	Discount rate 24%

The discount rate of thirty percent at June 24, 2017, and twenty four percent at March 25, 2017 is management's estimate of the cost of

capital given the Company's credit worthiness. A significant increase in the discount rate would significantly decrease the fair value, but the magnitude of this decrease would be less significant in a scenario where the Company's stock price is significantly higher than the exercise price since the holder's option to take a cash payment at maturity represents a smaller component of the total fair value when the Company's stock price is higher. The Monte Carlo simulation model simulated the Company's stock price through the maturity date of March 31, 2019. At the end of the simulated period, the value of the warrant was determined based on the greater of (1) the net share settlement value, (2) the net exercise value, or (3) the fixed cash put value.



**(9) Sale of Product Lines**

On June 20, 2016, the Company entered into an Asset Purchase Agreement for the sale of its Switch product line to Astronics Test Systems Inc. (Astronics). Upon signing the agreement, Astronics paid \$850,000 for the intellectual property of the product line. The Company recognized a net gain of \$802,000 in the quarter ended June 25, 2016 after related expenses were subtracted from the sales price. The following table presents the breakdown of the gain recognized in the quarter related to the asset sale:

<b>(In thousands)</b>	<b>Quarter Ended June 25, 2016</b>
Cash received from Astronics	\$ 850
Cash paid to buy out future commission obligation	(170)
Employee severance	(97)
Legal fees	(13)
Commissions	(46)
Warranty Liability released	278
<b>Net gain recognized in the quarter</b>	<b>\$ 802</b>

In calculating the gain included in the accompanying consolidated financial statements, the Company released \$278,000 of deferred warranty obligations related to the Switch asset. Pursuant to the terms of the agreement, Astronics assumed all the warranty obligations for the Switch product line, including the products sold prior to the asset being transferred to Astronics. The deferred warranty obligation was previously included in other current liabilities in the consolidated financial statements. The Company also had a previous agreement with a consultant supporting the Switch product line, which included a three percent commission on the sales of the Switch product line for a period of 4 years ending in January 2020. The agreement allowed for a buyout of future commissions associated with the Switch product, which the Company exercised in connection with the Astronics sales in June 2016 which resulted in a payment by the Company during June of \$170,000. Astronics also purchased approximately \$500,000 of related materials inventory from Giga-tronics between July and August of 2016.

The Company had no revenues or gross margin associated with the Switch product line in the first quarter ended June 24, 2017. The Switch product line accounted for \$1.1 million in revenue for the fiscal quarter ended June 25, 2016. The Switch product line's gross margin on revenues was \$437,000 for the fiscal quarter ended June 25, 2016. While the Company is able to distinguish revenue and gross margin information related to the sale of the Switch product line, the Company is unable to present meaningful information about results of operation and cash flows from the Switch product line.

On December 15, 2015, the Company entered into an Asset Purchase Agreement with Spanawave Corporation, whereby Spanawave agreed to purchase the Giga-tronics' Division product lines for its Power Meters, Amplifiers, and Legacy Signal Generators for \$1.5 million. The agreement provided for the transfer of these product lines to Spanawave sequentially in six phases beginning with certain sensor and amplifier products. The Company had transferred the Power Meters and Amplifiers in phases one through five, the Company still holds the right to phase 6 (Legacy Signal Generators). During the second quarter ended September 24, 2016, the Company and Spanawave became engaged in a dispute, including litigation initiated by Spanawave and an arbitration proceeding initiated by Spanawave's affiliate Liberty Test Equipment, Inc., as to whether the Company has fulfilled all the requirements to close phases one through five and become entitled to the \$375,000 received by the Company during the first quarter of fiscal 2017 (see below).

The complaint seeks specific performance of the agreement and damages. Spanawave's affiliate Liberty Test Equipment also filed an arbitration claim for \$440,000 under a distribution agreement between the Company and Liberty. The Company has filed cross-complaints in both the litigation and arbitration asserting breach of the respective agreements by Spanawave and Liberty. The Company had previously asserted that the distribution agreement does not extend to the products with respect to which the claim has been made. Certain customers of the lines of business sold to Spanawave are also customers of the Company's ongoing Advance Signal Generator business. Continued disruption of the phase 6 signal generator business could have an adverse effect on the ASG business. The parties have negotiated in an effort to settle the dispute notwithstanding the filings. The expenses and potential liability of negotiation, any settlement or continued litigation or arbitration could have a material adverse effect on the Company.

During fiscal 2017, the Company received \$750,000 from Spanawave under the agreement. Of this amount, the Company returned \$375,000 to Spanawave on July 28, 2016 resulting from the dispute regarding the status of phases one through five. The remaining \$375,000 is included in deferred liability related to asset sales in the consolidated balance sheet. In addition, in June 2016, the Company received approximately \$275,000 in exchange for raw material purchases. The purchase price of the raw materials approximated its carrying value, therefore no gain or loss was recognized. The parties are currently attempting to resolve this dispute. No gain has been recognized in connection with this product line sale because of the aforementioned dispute. These product lines accounted for approximately \$95,000 and \$275,000 in revenue during the fiscal quarter ended June 24, 2017, and June 25, 2016, respectively. For the fiscal quarter ended June 24, 2017, gross margin was immaterial. There was no margin associated with the revenue derived in the first quarter of fiscal 2017 as the revenues were primarily related to inventory transfer at book value. While the Company is able to distinguish revenue and gross margin information related to the sale of these product lines, the Company is unable to present meaningful information about results of operation and cash flows from these product lines.



## (10) Loss Per Share

Basic loss per 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. In addition, certain options are considered antidilutive because assumed proceeds from exercise price, related tax benefits and average future compensation was greater than the weighted average number of options outstanding multiplied by the average market price during the period. The shares used in per share computations are as follows:

<b>(In thousands except per share data)</b>	<b>Three Months Ended</b>	
	<b>June 24, 2017</b>	<b>June 25, 2016</b>
Net loss	\$ (1,258)	\$ (102)
Weighted average:		
Common shares outstanding	9,715	9,550
Potential common shares	—	—
Common shares assuming dilution	9,715	9,550
Loss per common share – basic	\$ (0.13)	\$ (0.01)
Loss per common share – diluted	\$ (0.13)	\$ (0.01)
Stock options not included in computation that could potentially dilute EPS in the future	1,104	1,529
Restricted stock awards not included in computation that could potentially dilute EPS in the future	350	—
Issuable shares for interest on loan	55	—
Convertible preferred stock not included in computation that could potentially dilute EPS in the future	1,853	1,853
Warrants not included in computation that could potentially dilute EPS in the future	3,737	3,737

The stock options, restricted stock, convertible preferred stocks and warrants not included in the computation of diluted earnings per share (EPS) for the three month period ended June 24, 2017 and June 25, 2016 is a result of the Company's net loss and, therefore, the effect of these instruments would be anti-dilutive.

## (11) Share Based Compensation

The Company has established the 2005 Equity Incentive Plan, which provide for the granting of options and restricted stock for up to 2,850,000 shares of common stock at 100% of fair market value at the date of grant, with each grant requiring approval by the Board of Directors of the Company. The 2005 Plan has been extended to be effective until 2025. Option grants under the 2000 Stock Option Plan are no longer available. Options granted generally vest in one or more installments in a four or five year period and must be exercised while the grantee is employed by the Company or within a certain period after termination of employment. Options granted to employees shall not have terms in excess of 10 years from the grant date. Holders of options may be granted stock appreciation rights (SARs), which entitle them to surrender outstanding awards for a cash distribution under certain changes in ownership of the Company, as defined in the stock option plan. As of June 24, 2017, no SAR's have been granted under the option plan. As of June 24, 2017, the total number of shares of common stock available for issuance was 934,677. All outstanding options have a ten year life from the date of grant. The Company records compensation cost associated with share-based compensation equivalent to the estimated fair value of the awards over the requisite service period.

### Stock Options

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:

	<b>Three Months Ended</b>	
	<b>June 24, 2017</b>	<b>June 25, 2016</b>
Dividend yield	—	—
Expected volatility	—	98.95%
Risk-free interest rate	—	1.38%
Expected term (years)	—	8.36

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 stock options outstanding for the three-month period ended June 24, 2017 and the year ended March 25, 2017 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (Years)	Aggregate Intrinsic Value
Outstanding at March 26, 2016	1,592,200	\$ 1.52	6.8	\$ 69
Granted	148,000	0.97		
Exercised	—	—		
Forfeited / Expired	635,700	1.57		
Outstanding at March 25, 2017	1,104,500	\$ 1.41	6.1	\$ 3
Granted	—	—		
Exercised	—	—		
Forfeited / Expired	—	—		
Outstanding at June 24, 2017	1,104,500	\$ 1.41	6.1	\$ 3
Exercisable at June 24, 2017	812,050	\$ 1.45	5.2	\$ —
At June 24, 2017 expected to vest in the future	1,006,157	\$ 1.42	5.7	\$ —

As of June 24, 2017, there was \$156,000 of total unrecognized compensation cost related to non-vested options. That cost is expected to be recognized over a weighted average period of 3.06 years and will be adjusted for subsequent changes in estimated forfeitures. There were 29,500 options that vested during the quarter ended June 24, 2017, and 28,500 options that vested during the quarter ended June 25, 2016. The total fair value of options vested during each of the quarters ended June 24, 2017 and June 25, 2016 was \$33,000 and \$1,000 respectively. There were no options exercised in the three-month period ended June 24, 2017 and June 25, 2016. Share based compensation cost related to stock options recognized in operating results for the three months ended June 24, 2017 and June 25, 2016 totaled \$37,000 and \$72,000, respectively.

#### Restricted Stock

The Company granted 350,450 restricted awards during the first quarter of fiscal 2018. No restricted awards were granted during the first quarter of fiscal 2017. No restricted awards vested during the first quarter of fiscal 2018 and 2017. The restricted stock awards are considered fixed awards as the number of shares and fair value at the grant date is amortized over the requisite service period net of estimated forfeitures. As of June 24, 2017, there was \$204,000 of total unrecognized compensation cost related to non-vested awards. That cost is expected to be recognized over a weighted average period of 1.98 years and will be adjusted for subsequent changes in estimated forfeitures. Compensation cost recognized for the restricted and unrestricted stock awards during the first quarter of 2018 was \$9,000. There was no compensation recognized for the restricted and unrestricted stock awards during the first quarter of fiscal 2017.

A summary of the changes in non-vested restricted stock awards outstanding for the three-month period ended June 24, 2017 and the fiscal year ended March 25, 2017 is as follows:

	Shares	Weighted Average Fair Value
Non-Vested at March 26, 2016	—	\$ —
Granted	44,500	0.66
Vested	44,500	0.66
Forfeited or cancelled	—	—
Non-Vested at March 25, 2017	—	\$ —
Granted	350,450	
Vested	—	
Forfeited or cancelled	—	
Non-Vested at June 24, 2017	350,450	\$ —

#### (12) Significant Customer and Industry Segment Information

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

- The Giga-tronics Division historically produces a broad line of test and measurement equipment used primarily for the design, production, repair and maintenance of products in aerospace, telecommunications, RADAR, and electronic warfare.
- Microsource primarily develops and manufactures YIG RADAR filters used in fighter jet aircraft for two prime contractors.



The tables below present information for the three month periods ended June 24, 2017 and June 25, 2016:

(In thousands)	Three Month Periods Ended			Three Month Periods Ended		
	At June 24, 2017	June 24, 2017	Net Income (Loss)	At June 25, 2016	June 25, 2016	Net Income (Loss)
	Assets	Net Sales		Assets	Net Sales	
Giga-tronics Division	\$ 6,153	\$ 297	\$ (1,849)	\$ 8,233	\$ 2,125	\$ (554)
Microsource	2,907	1,694	591	3,887	1,317	452
Total	\$ 9,060	\$ 1,991	\$ (1,258)	\$ 12,120	\$ 3,442	\$ (102)

During the first quarter of fiscal 2018, one customer accounted for 43% of the Company's consolidated revenues and was included in the Microsource segment. A second customer accounted for 37% and was also included in the Microsource segment. During the first quarter of fiscal 2017, one customer accounted for 30% of the Company's consolidated revenues and was included in the Microsource segment. A second customer accounted for 22% and was included in the Giga-tronics Division. A third customer accounted for 17% of the Company's consolidated revenue and was also included in the Giga-tronics Division.

### **(13) 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 carry-forwards.

The Company recorded no tax expense for the three months ended June 24, 2017 and June 25, 2016. The effective tax rate for the three months ended June 24, 2017 and June 25, 2016 was 0% respectively, primarily due to a valuation allowance recorded against the net deferred tax asset balance.

As of June 24, 2017, the Company had recorded \$120,000 for 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 does not expect the liability for unrecognized tax benefits to change materially within the next 12 months. The Company does have a California Franchise Tax Board audit that is currently in process. The Company is working with the California Franchise Tax Board to resolve all audit issues and does not believe any material taxes, penalties and fees are due. However, as a result of the on-going examination, the Company recorded an estimated associated tax liability of \$45,000 in the first quarter of fiscal 2015.

### **(14) Warranty Obligations**

The Company records a liability in cost of sales for estimated warranty obligations at the date products are sold. Adjustments are made as new information becomes available. The following provides a reconciliation of changes in the Company's warranty reserve. The Company provides no other guarantees.

(In thousands)	Three Months Ended June 24, 2017	Three Months Ended June 25, 2016
Balance at beginning of period	\$ 123	\$ 60
Provision, net	1	112
Warranty costs incurred	(33)	(112)
Balance at end of period	\$ 91	\$ 60

### **(15) Series B, C, D Convertible Voting Perpetual Preferred Stock and Warrants**

On November 10, 2011, the Company received \$2,199,000 in cash proceeds from Alara Capital AVI II, LLC, a Delaware limited liability company (the "Investor"), an investment vehicle sponsored by Active Value Investors, LLC, under a Securities Purchase Agreement entered into on October 31, 2011. Under the terms of the Securities Purchase Agreement, the Company issued 9,997 shares of its Series B Convertible Voting Perpetual Preferred Stock ("Series B Preferred Stock") to the Investor at a price of \$220 per share. The Company has recorded \$2.0 million as Series B Preferred Stock on the consolidated balance sheet which is net of stock offering costs of approximately \$202,000 and represents the value attributable to both the convertible preferred stock and warrants issued to the Investor. After considering the value of the warrants, the effective conversion price of the preferred stock was greater than the common stock price on date of issue and therefore no beneficial conversion feature was present.

On February 19, 2013, the Company entered into a Securities Purchase Agreement pursuant to which it agreed to sell 3,424.65 shares of its Series C Convertible Voting Perpetual Preferred Stock (“Series C Preferred Stock”) to the Investor, for aggregate consideration of \$500,000, which is approximately \$146.00 per share. The Company has recorded \$457,000 as Series C Preferred Stock on the consolidated balance sheet, which is net of stock offering costs of approximately \$43,000. After considering the reduction in the value of the warrant, the effective conversion price of the preferred stock was greater than the common stock price on the date of issue and therefore no beneficial conversion feature was present.

On July 8, 2013 the Company received \$817,000 in net cash proceeds from the Investor under a Securities Purchase Agreement. The Company sold to the Investor 5,111.86 shares of its Series D Convertible Voting Perpetual Preferred Stock (Series D Preferred Stock) and a warrant to purchase up to 511,186 additional shares of common stock at the price of \$1.43 per share. The allocation of the \$858,000 in gross proceeds from issuance of Series D Preferred Stock based on the relative fair values resulted in an allocation of \$498,000 (which was recorded net of \$41,000 of issuance costs) to Series D Preferred Stock and \$360,000 to Common Stock. In addition, because the effective conversion rate based on the \$498,000 allocated to Series D Preferred Stock was \$0.97 per common share which was less than the Company’s stock price on the date of issuance, a beneficial conversion feature was present at the issuance date. The beneficial conversion feature totaled \$238,000 and was recorded as an increase of common stock and an increase to accumulated deficit.

Each share of Series B, Series C and Series D Preferred Stock is convertible into one hundred shares of the Company’s common stock. In connection with the preferred stock issuance described above, the Company issued to the investor warrants to purchase a total of 1,017,405 common shares at an exercise price of \$1.43 per share. These warrants were exercised in February 2015, and May 2015. The Company received funds from Alara in separate closings dated February 16, 2015 and February 23, 2015. Alara exercised a total of 1,002,818 of its existing Series C and Series D warrants to purchase common shares, all of which had an exercise price of \$1.43 per share for total cash proceeds of \$1,434,000, which was recorded net of \$42,000 of stock issuance costs. As part of the consideration for this exercise, the Company sold to Alara two new warrants to purchase an additional 898,634 and 194,437 common shares at an exercise price of \$1.78 and \$1.76 per share, respectively, for a total purchase price of \$137,000 or \$0.125 per share. The new warrants have a term of five years and may be paid in cash or through a cashless net share settlement. The Company and Alara amended the remaining 14,587 warrants as part of the February closings. On May 14, 2015, Alara exercised the remaining 14,587 warrants by acquiring 7,216 of shares of the Company’s common stock through a cashless net share settlement.

The table below present information for the periods ended June 24, 2017 and March 25, 2017:

**Preferred Stock**

**As of June 24, 2017 and March 25, 2017**

	Designated Shares	Shares Issued	Shares Outstanding	Liquidation Preference (in thousands)
Series B	10,000.00	9,997.00	9,997.00	\$ 2,309
Series C	3,500.00	3,424.65	3,424.65	500
Series D	6,000.00	5,111.86	5,111.86	731
Total	19,500.00	18,533.51	18,533.51	\$ 3,540

**(16) Private Placement Offering**

On January 19, 2016, the Company entered into a Securities Purchase Agreement for the sale of 2,787,872 Units, each consisting of one share of common stock and a warrant to purchase 0.75 shares of common stock, to approximately 20 private investors. The purchase price for each Unit was \$1.24375. Gross proceeds were approximately \$3.5 million. Net proceeds to the Company after fees was approximately \$3.1 million. The portion of the purchase price attributable to the common shares included in each Unit was \$1.15, the consolidated closing bid price for the Company’s common stock on January 15, 2016. The warrant price was \$.09375 per Unit (equivalent to \$0.125 per whole warrant share), with an exercise price of \$1.15 per share. The term of the warrants is five years from the date of completion of the transaction. Emerging Growth Equities, Ltd also received warrants to purchase 292,727 shares of common stock at an exercise price of \$1.15 per share as part of its consideration for serving as placement agent in connection with the private placement.



## **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 25, 2017 Part I, under the heading "Risk Factors", and Part II, under the heading "Management's Discussion and Analysis of Financial Conditions and Results of Operations".

### **Company Overview**

We produce an Advanced Signal Generator (ASG) for the electronic warfare market and YIG (Yttrium, Iron, Garnet) RADAR filters used in fighter jet aircraft. We have two reporting segments: Giga-tronics Division and Microsource.

- The Giga-tronics Division over the past thirty-five years has produced a broad line of test and measurement equipment used primarily for the design, production, repair and maintenance of products in aerospace, telecommunications, RADAR, and electronic warfare. Giga-tronics has recently completed a move within the test and measurement market from its legacy products to the newly developed ASG product. As part of this evolution certain legacy product lines were sold to raise additional capital. For example, we sold our SCPM product line to Teradyne in 2013, and in December of 2015, Giga-tronics sold its Power Meters, Amplifiers, and Legacy Signal Generators to Spanawave (see Note 9, Sale of Product Lines). In June of 2016, Giga-tronics sold its Switch product line to Astronics (see Note 9, Sale of Product Lines). With the sales of these legacy product lines, the Giga-tronics Division is solely focused on the ASG product in the test and measurement equipment market.
- Microsource primarily develops and manufactures YIG RADAR filters used in fighter jet aircraft for two prime contractors. The Microsource YIG RADAR filters provide us with long term production and development contracts with strong gross margins.

The ASG has the potential to significantly grow product sales and achieve strong gross margins. However, Giga-tronics has experienced significant delays developing, manufacturing and receiving ASG customer orders. The ASG is the most technically complex and advanced product Giga-tronics has developed and manufactured, and we have experienced delays in bringing the product to market and efficiently manufacturing it. It is also priced significantly higher than any other Giga-tronics product, and we have experienced longer than anticipated procurement cycles in the electronic warfare market it services. The delays in the development and manufacturing of the ASG, along with the longer than anticipated procurement cycles, have significantly contributed to the increased operating losses in the first fiscal quarter of 2018 and prior years. Giga-tronics could experience similar losses in the current fiscal year if there are further delays in ASG features currently being developed, manufacturing efficiencies are not achieved, and customer orders are delayed. To bring the ASG to its full potential, Giga-tronics may be required to seek additional working capital, however, there are no assurances that such working capital will be available, or on terms acceptable to the Company.

### **Significant Orders**

Both the Giga-tronics Division and Microsource receive large customer orders each year. The timing of orders, and any associated milestones achievement, causes significant differences in orders received, backlog, sales, deferred revenue, inventory and cash flow when comparing one fiscal period to another. Below is a review of recently received significant orders:

In July 2016, Microsource received a \$1.9 million non-recurring engineering order associated with redesigning a component of its high performance YIG filter used on an aircraft platform. Of this NRE service order, we delivered approximately \$884,000 in services during the first quarter ended June 24, 2017, and we expect to continue such services over the next nine to twelve months.

In March 2017, Microsource received a \$404,000 YIG RADAR filter order from one of our customers. We expect to fulfil this order starting in the second quarter of fiscal 2018.

Also in July 2017, Microsource received an additional \$471,000 YIG RADAR filter order from one of our customers. We expect to fulfil this order in fiscal 2018. This order is not reflected in the orders and backlog numbers reported below as it was received after June 24, 2017.

In July 2017, the Giga-tronics Division received a follow on \$1.7 million order from the United States Navy for our Real-Time Threat Emulation System (TEmS) which is a combination of the ASG hardware platform, along with software developed and licensed to the Company from a major Aerospace and Defense Company. We expect to fulfil this order in the second quarter of fiscal 2018. This order is not reflected in the orders and backlog numbers reported below as it was received after June 24, 2017.

In June 2016, the Giga-tronics Division received a \$3.3 million order from the United States Navy for our Real-Time Threat Emulation System (TEmS) which is a combination of the ASG hardware platform, along with software developed and licensed to the Company from a major Aerospace and Defense Company. The complete order included ASG blades, along with engineering services to integrate the Real-Time TEmS product with additional third party hardware and software for the customer. We fulfilled the Navy order during the fourth quarter of fiscal 2017. An additional order for \$542,000 was received in July 2016 from the United States Navy for our ASG hardware only platform. We also fulfilled the \$542,000 order in fiscal 2017.



In fiscal 2015 Microsource received a \$6.5 million order (“NRE Order”) for non-recurring engineering and for delivery of a limited number of flight-qualified prototype hardware from a second prime defense contractor to develop a variant of our high performance fast tuning YIG RADAR filters for an aircraft platform. In fiscal 2016 our Microsource business unit also finalized an associated multiyear \$10.0 million YIG production order (“YIG Production Order”). The Company started shipping the YIG Production Order in the second quarter of fiscal 2017, and anticipates shipping it through fiscal 2020.

### Critical Accounting Policies

Please refer to the section of the Company’s Annual Report on Form 10-K for the year ended March 25, 2017 entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations —Critical Accounting Policies” for a discussion of our critical accounting policies. During the three months ended June 24, 2017, there were no material changes to these policies other than as disclosed in Note 1 Organization and Significant Accounting Policies.

In preparing the consolidated financial statements, management is required to make estimates based on the information available that affect the reported amounts of assets and liabilities as of the balance sheet dates and revenues and expenses for the reporting periods. While we believe that these accounting policies and estimates are based on sound measurement criteria, actual future events can and often do result in outcomes that can be materially different from these estimates and forecasts.

### Results of Operations

New orders received by segment are as follows:

#### NEW ORDERS

(Dollars in thousands)	Three Month Periods Ended			% change
	June 24, 2017	June 25, 2016		
Giga-tronics Division	\$ —	\$ 4,729		(100)%
Microsource	17	4,543		(100)%
Total	\$ 17	\$ 9,272		(100)%

New orders received in the first quarter of fiscal 2018 decreased nearly 100% to \$17,000 from \$9.3 million received in the first quarter of fiscal 2017. Both the Giga-tronics Division and Microsource segment saw decreases in orders in the first quarter of fiscal 2018. The Giga-tronics Division had no new ASG orders in the first quarter of fiscal 2018, the Company fulfilled the \$3.3 million order from the US Navy associated with the Company’s ASG in fiscal 2017. The Microsource business unit saw a decrease in the first quarter of fiscal 2018 as we fulfilled the \$4.5 million YIG purchase order in fiscal 2017. The timing of receipt of expected large YIG filter contracts varies from period to period.

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

#### BACKLOG

(Dollars in thousands)	June 24, 2017	June 25, 2016	% change
Backlog of unfilled orders at end of period:			
Giga-tronics Division	\$ 444	\$ 3,861	(89)%
Microsource	8,924	14,506	(38)%
Total	\$ 9,368	\$ 18,367	(49)%
Backlog of unfilled orders shippable within one year:			
Giga-tronics Division	\$ 444	\$ 3,861	(89)%
Microsource	4,058	5,668	(28)%
Total	\$ 4,502	\$ 9,529	(53)%

Backlog at the end of the first quarter of fiscal 2018 decreased 49% compared to the end of the same period last year. The Giga-tronics ASG backlog at June 24, 2017 was \$444,000, a \$3.4 million decrease; the decrease in the backlog was due to the fulfilment of the Navy ASG order. Microsource saw a 38% decrease in backlog in the first quarter of fiscal 2018. The decrease is primarily due to the fulfilment of the \$4.5 million YIG production Order. The minimal level of new orders and the decrease in backlog could have a material adverse effect on the Company’s revenues, financial condition and ability to continue as a going concern.

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

#### ALLOCATION OF NET SALES

(Dollars in thousands)	Three Month Periods Ended			% Change
	June 24, 2017	June 25, 2016		
Giga-tronics Division	\$ 297	\$ 2,125		(86)%
Microsource	1,694	1,317		29%
Total	\$ 1,991	\$ 3,442		(42)%

Fiscal 2018 first quarter net sales were \$2.0 million, a 42% decrease from the \$3.4 million in the first quarter of fiscal 2017. Sales at Microsource increased 29% primarily due to an increase in YIG RADAR filter shipments and completion of certain related nonrecurring engineering (NRE) services. Net sales for the Company's Giga-tronics business unit were \$297,000, an 86% decrease from \$2.1 million in the first quarter of fiscal 2017. The decrease was primarily due to lower legacy product sales mainly due to recent product line divestitures as well as a decrease in the ASG product shipments. Sales for the Company's Advanced Signal Generator ("ASG") were \$200,000 in the first quarter of fiscal 2018 compared to \$674,000 in the first quarter of fiscal 2017.

Gross margins was as follows for the periods shown:

#### GROSS MARGIN

(Dollars in thousands)	Three Month Periods Ended			% change
	June 24, 2017	June 25, 2016		
Total	\$ 466	\$ 925		65%

Gross margin decreased in the first quarter of fiscal 2018 to \$466,000 from \$925,000 for the first quarter of fiscal 2017. The lower gross margin was primarily due to the lower net sales.

Operating expenses were as follows for the periods shown:

#### OPERATING EXPENSES

(Dollars in thousands)	Three Month Periods Ended			% change
	June 24, 2017	June 25, 2016		
Engineering	\$ 452	\$ 530		(15)%
Selling, general and administrative	1,171	1,305		(10)%
Total	\$ 1,623	\$ 1,835		(12)%

Operating expenses decreased 12% or \$212,000 in the first quarter of fiscal 2018 over fiscal 2017. Engineering expenses decreased \$78,000, primarily due to a decrease in personnel related expenses as a result of the sale of the Switch and Legacy product lines. Selling, general and administrative decreased by \$134,000 primarily due to a non-recurring severance charge associated with an officer departure which was included in the first quarter of fiscal 2017.

#### Gain on Sale of Product Line

On June 20, 2016, the Company entered into an Asset Purchase agreement for the sale of its Switch product line to Astronics. Upon signing the agreement, Astronics paid \$850,000 to the Company for the intellectual property of the product line. The Company recognized a net gain of \$802,000 in the first quarter ended June 25, 2016 after related expenses were subtracted from the sales price. The gain is included in the accompanying consolidated financial statements. During the three-month periods ended June 24, 2017, there was no revenue associated with Switch sales. During the three-month period ended June 25, 2016, net Switch sales were \$1.1 million (see Note 9, Sale of Product Lines).

#### Derivative Liability

There was no gains or losses recorded in the first quarter of fiscal 2018. The Company recorded a gain of \$46,000 in the first quarter of fiscal 2017 related to revaluation of the derivative liability associated with warrants issued with the PFG Loan (see Note 7, Term Loans, Revolving Line of Credit and Warrants).

## **Net Interest Expense**

Net interest expense in the first quarter of fiscal 2018 was \$102,000, an increase of \$62,000 over the first quarter of fiscal 2017. Interest expense increased primarily due to the new loan with PFG, as well as additional interest accrued as a result of the Company's noncompliance with certain PFG loan covenants. For the first quarter of fiscal 2018, interest expense includes \$22,000 of accretion of discounts on the new PFG loan compared to \$11,000 recorded in the first quarter of fiscal 2017.

## **Net Loss**

Net loss was for the first quarter of fiscal 2018 was \$1.3 million compared to a net loss of \$102,000 recorded in the first quarter of fiscal 2017. The increase in net loss was primarily due to the \$802,000 gain recorded associated with the sale of the Switch product line in the first quarter of fiscal 2017 as discussed above and lower sales.

## **Financial Condition and Liquidity**

As of June 24, 2017, Giga-tronics had \$1.1 million in cash and cash equivalents, compared to \$1.4 million as of March 25, 2017. The Company had negative working capital at June 24, 2017 compared to \$620,000 at March 25, 2017. The current ratio (current assets divided by current liabilities) at June 24, 2017 was 0.95 compared to 1.09 at March 25, 2017. The decrease in working capital is primarily due to declining revenues resulting in net losses in the recent periods.

The Company will need additional financing to continue to fund operations; such financing may not be available on terms favorable to the Company if at all, which raises substantial doubt about our ability to continue as a going concern as of the date of this report. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. If adequate funds are not available, the Company may be required to delay, reduce the scope of, or eliminate some of its operations. The Company plans to meet its capital requirements primarily through issuances of equity securities, future partnerships, debt financing or possible product line sales. Failure to generate revenue or raise additional capital would adversely affect our ability to achieve our intended business objectives. No assurance can be given that the Company will be able to meet its capital requirements through these means or otherwise.

Cash used in operating activities was \$1.1 million for the three-month period ended June 24, 2017. Cash used in operating activities in the first quarter of fiscal 2018 resulted primarily from our net loss of \$1.3 million, a decrease of \$441,000 in accounts payable, a decrease of \$206,000 in accounts receivable and a decrease of \$167,000 in deferred revenues. These were partially offset by non-cash charges of \$247,000 for depreciation and amortization and an increase of \$451,000 in deferred rent.

Cash used in operating activities was \$589,000 for the three-month period ended June 25, 2016. Cash used in operating activities in the first quarter of fiscal 2017 resulted primarily from our net loss of \$102,000, an increase in inventories of \$553,000, and partially offset by an increase in deferred revenue of \$1.1 million due to advance payment arrangements for raw materials. These uses of cash were partially offset by a decrease to accounts payable of \$173,000.

Cash used in investing activities for the three-month period ended June 24, 2017 was \$620,000, primarily for leasehold improvements in conjunction with the Company's relocation to Dublin, California.

Cash provided by investing activities was \$1.2 million for the three-month period ended June 25, 2016. Cash provided by investing activities in the first quarter of fiscal 2017 resulted primarily from a cash payment from Astronics of \$850,000 pertaining to the sale of our Switch product line as well as a cash payment from Spanawave of \$375,000 pertaining to the sale of our legacy product lines. The cash payments were offset by additions to property and equipment of \$30,000 in the first quarter of fiscal 2017. The additions in the first quarter ended fiscal 2017 were associated with equipment required to manufacture the ASG.

Cash provided by financing activities for the quarter ended June 24, 2017 was \$1.4 million, primarily due to proceeds from the new term loan with PFG.

Cash used in financing activities for the quarter ended June 25, 2016 was \$141,000, primarily due to the repayment of the Company's term loan with PFG.

The Company incurred net losses of \$1.2 million and \$102,000 in the first quarter of fiscal 2018 and fiscal 2017, respectively. These losses have contributed to an accumulated deficit of \$26.8 million as of June 24, 2017.

The Company has experienced delays in the development of features, orders, and shipments for the new Advanced Signal Generator ("ASG"). These delays have contributed, in part to a decrease in working capital. The new ASG product has shipped to several customers, but potential delays in the development of features, longer than anticipated sales cycles, or the uncertainty as to our ability to efficiently manufacture the ASG, could significantly contribute to additional future losses and decreases in working capital.

To help fund operations, the Company relies on advances under the line of credit with Bridge Bank. The line of credit expires on May 6, 2019. The agreement includes a subjective acceleration clause, which allows for amounts due under the facility to become immediately due in the event of a material adverse change in the Company's business condition (financial or otherwise), operations, properties or prospects, or ability to repay the credit based on the lender's judgement. As of June 24, 2017, the line of credit had a balance of \$582,000.



These matters raise substantial doubt as to the Company's ability to continue as a going concern.

To address these matters, the Company's management has taken several actions to provide additional liquidity and reduce costs and expenses going forward. These actions are described in the following paragraphs.

- On April 27, 2017, the Company entered into a new loan agreement with PFG. Under the terms of the agreement, PFG made a term loan to the Company in the principal amount of \$1,500,000, with funding occurring on April 28, 2017. The loan has a two-year term, with interest only payments for the term of the loan. However, as of June 24, 2017, the Company was not in compliance with certain revenue and shareholders' equity covenants. On August 2, 2017, the Company and PFG entered into a short-term forbearance arrangement (through the end of August) with respect to such noncompliance. No assurance can be given that the Company will be able to comply with the terms of the forbearance agreement that the parties agreed on, or that PFG will agree to a further extension of forbearance at the end of the initial forbearance period. The Company will most likely be required to raise additional capital to rectify the noncompliance. No assurance can be given that the Company will be able to raise sufficient capital on timely basis.
- In July 2016, Microsource received a \$1.9 million non-recurring engineering order associated with redesigning a component of its high performance YIG filter used on an aircraft platform. The Company delivered NRE services for approximately \$314,000 during the first quarter of fiscal 2018 and we expect to continue such services over the next nine to twelve months.
- In March 2017 and July 2017, Microsource received two orders totaling \$875,000 associated with its high performance YIG filter used on an aircraft platform; we expect to start shipping the filters in the second quarter of fiscal 2018.
- In July 2017, the Giga-tronics Division received a \$1.7 million order from the United States Navy for the Real-Time Threat Emulation Systems ("TEMS") which the Company expects to ship in fiscal 2018.
- With the elimination of Giga-tronics Switch, Power Meter, Amplifier, and Signal Generator legacy product lines resulting from the Asset Purchase Agreements with Spanawave and Astronics, (see Note 9, Sale of Product Lines), the Company has been able to reduce expenses, while providing additional cash for operations from the proceeds of the sales. The Company is also expecting longer term reductions in overhead costs by the relocating of its operations into a smaller facility beginning in the first quarter of fiscal 2018.
- In the first quarter of fiscal 2016, the Company's Microsource business unit also finalized a multiyear \$10.0 million YIG production order ("YIG Production Order"). The Company started shipping the YIG Production Order in the second quarter of fiscal 2017, and we expect to ship the remainder through fiscal 2020.
- To assist with the upfront purchases of inventory required for future product deliveries, the Company entered into advance payment arrangements with certain customers, whereby the customers reimburse the Company for raw material purchases prior to the shipment of the finished products. In the first quarter of fiscal 2018, the Company entered into advance payment arrangements totaling \$160,000. The Company will continue to seek similar terms in future agreements with these customers and other customers.

Management will continue to review all aspects of the business in an effort to improve cash flow and reduce costs and expenses, while continuing to invest, to the extent possible, in new product development for future revenue streams.

Management will also continue to seek additional working capital through debt, equity financing or possible product line sales, however there are no assurances that such financings or sales will be available at all, or on terms acceptable to the Company.

The Company's historical operating results and forecasting uncertainties indicate that substantial doubt exists related to the Company's ability to continue as a going concern. Forecasting uncertainties exist with respect to the ASG product line due to the potential longer than anticipated sales cycles as well as with potential delays in the refinement of certain features, and/or the Company's ability to efficiently manufacture it in a timely manner. The accompanying Consolidated Financial Statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that might result if the Company were unable to do so.

### **ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Pursuant to Item 305 of Regulation S-K, the Company, as a smaller reporting company, is not required to provide the information required by this item.

### **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 Co-Chief Executive Officers and Principal Accounting & Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 24, 2017, which is the end of the fiscal quarter covered by this report. Based upon that evaluation, the Co-Chief Executive Officers and Principle Accounting & 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 Co-Chief Executive Officers and Principal Accounting & 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.

## **II - OTHER INFORMATION**

### **ITEM 1 – LEGAL PROCEEDINGS**

As of June 24, 2017, the Company has no material pending legal proceedings. From time to time, the Company is involved in various disputes and litigation matters that arise in the ordinary course of business.

The Company is party to an Asset Purchase Agreement dated November 25, 2015 with Spanawave Corporation under which Spanawave agreed to purchase certain product lines and associated business and assets from the Company. The Company and Spanawave have been engaged in a dispute over their respective rights and obligations under the agreement and have negotiated in an effort to resolve the dispute. The agreement provides for an aggregate purchase of \$1,500,000 which includes six phases plus the value of inventory. To date, the Company has received \$375,000, against a contract price of \$750,000, plus certain inventory payment for phases 1 through 5 of the subject businesses. Because of the dispute, the status of phase 6 (legacy signal generators), which has a contract price of another \$750,000 plus the value of inventory is uncertain. On August 19, 2016, Spanawave filed an action against the Company in Contra Costa Superior Court for alleged breach of contract and alleged breach of the implied covenant of good faith and fair dealing. The complaint seeks specific performance of the agreement and damages. Spanawave's affiliate Liberty Test Equipment also filed an arbitration claim for \$440,000 under a distribution agreement between the Company and Liberty. The Company has filed cross-complaints in both the litigation and arbitration asserting breach of the respective agreements by Spanawave and Liberty. The Company had previously asserted that the distribution agreement does not extend to the products with respect to which the claim has been made. Certain customers of the lines of business sold to Spanawave are also customers of the Company's ongoing ASG business. Continued disruption of the phase 6 signal generator business could have an adverse effect on the ASG business. The parties have negotiated in an effort to settle the dispute notwithstanding the filings. The expenses and potential liability of negotiation, any settlement or continued litigation or arbitration could have a material adverse effect on the Company.

### **ITEM 1A – RISK FACTORS**

There has been no material change in the risk factors disclosed in the registrant's Annual Report on Form 10-K for the fiscal year ended March 24, 2017, except (i) with respect to the matter reported in Item 3, Defaults Upon Senior Securities, below and (ii) a continuing decrease in the Company's cash flow and liquidity, which increases the level of doubt as to the Company's ability to continue as a going concern.

### **ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3 – DEFAULTS UPON SENIOR SECURITIES**

On April 27, 2017, the Company entered into a new loan agreement with PFG. Under the terms of the agreement, PFG made a term loan to the Company in the principal amount of \$1,500,000. As of June 24, 2017, the Company was not in compliance with certain revenue and shareholders' equity covenants. On August 2, 2017, the Company and PFG entered into a short-term forbearance arrangement (through the end of August) with respect to such noncompliance. No assurance can be given that the Company will be able to comply with the terms of the forbearance agreement that the parties agreed on or that PFG will agree to a further extension of forbearance at the end of the initial forbearance period. The Company will most likely be required to raise additional capital to rectify the noncompliance. No assurance can be given that the Company will be able to raise sufficient capital on timely basis.





**ITEM 4 – MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5 – OTHER INFORMATION**

None.

**ITEM 6 – EXHIBITS**

- 31.1 Certification of Co-Chief Executive Officers pursuant to Section 302 of Sarbanes-Oxley Act.
- 31.2 Certification of Principal Accounting & Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act.
- 32.1 Certification of Co-Chief Executive Officers pursuant to Section 906 of Sarbanes-Oxley Act.
- 32.2 Certification of Principal Accounting & 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

**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: August 4, 2017

/s/ John R. Regazzi

\_\_\_\_\_  
John R. Regazzi  
Co-Chief Executive Officer  
(Principal Executive Officer)

Date: August 4, 2017

/s/ Suresh Nair

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Suresh Nair  
Co-Chief Executive Officer

Date: August 4, 2017

/s/ Temi Oduozor

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Temi Oduozor  
Corporate Controller &  
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: August 4, 2017

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

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**EXHIBIT 31.1**

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

I, Suresh Nair, 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: August 4, 2017

/s/ Suresh Nair  
Suresh Nair  
Co-Chief Executive Officer

**EXHIBIT 31.2**

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

I, Temi Oduozor, 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: August 4, 2017

/s/ Temi Oduozor  
Temi Oduozor  
Corporate Controller &  
Principal Accounting & 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 June 24, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John R. Regazzi, Co-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: August 4, 2017

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

In connection with the quarterly report of Giga-tronics Incorporated (the "Company") on Form 10-Q for the period ending June 24, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Suresh Nair, Co-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: August 4, 2017

/s/ Suresh Nair  
Suresh Nair  
Co-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 June 24, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Temi Oduozor, Corporate Controller, Principal Accounting & Financial Officer, 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: August 4, 2017

/s/ Temi Oduozor  
Temi Oduozor  
Corporate Controller &  
Principal Accounting & Financial Officer