

GIGA TRONICS INC  
Form 8-K  
January 25, 2013

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The UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 23, 2013

Giga-tronics Incorporated

(Exact name of registrant as specified in its charter)

California

0-12719

94-2656341

(State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer Identification Number)

4650 Norris Canyon Road, San Ramon, CA

94583

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 328-4650

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry Into a Definitive Material Agreement.**

On January 23, 2013, the Board of Directors of Giga-tronics Incorporated (the Company) declared a dividend of one preferred share purchase right (a Right) for each outstanding share of common stock, no par value (the Common Shares), of the Company. The dividend is payable on February 4, 2013 (the Record Date) to the shareholders of record on that date. Each Right entitles the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock (the Preferred Shares), of the Company at a price of \$15.00 per one one-hundredth of a Preferred Share (the Purchase Price), subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement dated as of January 23, 2013 (the Rights Agreement) between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the Rights Agent).

A summary of the principal terms of the Rights Agreement is set forth in the press release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The summary does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is attached hereto as Exhibit 4.1, and incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders**

Please see the disclosure set forth under Item 1.01. Entry into a Material Definitive Agreement, which is incorporated by reference into this Item 3.03. The Company's response under this item does not constitute an admission that a material modification to rights of security holders has occurred.

**Item 8.01. Other Events**

On January 24, 2013, the Company issued a press release announcing the adoption of a Rights Agreement and the declaration of the Rights dividend. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

As discussed therein, the press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and, as such, may involve known and unknown risks, uncertainties and

assumptions. These forward-looking statements relate to the Company's current expectations and are subject to the limitations and qualifications set forth in the press release as well as in the Company's other documents filed with the SEC, including, without limitation, that actual events and/or results may differ materially from those projected in such forward-looking statements.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits:**

The exhibit list called for by this item is incorporated by reference to the Exhibit Index filed as part of this report.

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**SIGNATURE**

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, hereunto duly authorized.

Dated: January 24, 2013

**GIGA-TRONICS INCORPORATED**

By: /s/ Frank D. Romejko  
Frank D. Romejko  
Vice President of Finance  
Chief Financial Officer (Interim)

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**Exhibit Index**

| <u>Exhibit</u><br><u>Number</u> | <u>Description</u>   |
|---------------------------------|--|
| 4.1                             | Rights Agreement between the Company and American Stock Transfer & Trust Company, LLC dated as of January 23, 2013, which includes as Exhibit A the form of Certificate of Determination for the Series A Junior Participating Preferred Stock, as Exhibit B the Form of Rights Certificate and as Exhibit C, a Summary of Rights to Purchase Shares of Preferred Stock. |
| 99.1                            | Press release issued by the Company on January 23 2013.  |