

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
AIRGAIN, INC.		95-4523882	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
ASHLEY HUNTER	760-932-0307	AHUNTER@AIRGAIN.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
3611 VALLEY CENTRE DRIVE, SUITE 150		SAN DIEGO, CA 92130	
8 Date of action	9 Classification and description		
07/28/2016	REVERSE STOCK SPLIT - COMMON AND PREFERRED		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
00938A104		AIRG	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► ON JULY 28, 2016, AIRGAIN, INC. (THE "COMPANY") EFFECTED A REVERSE STOCK SPLIT OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.0001, AND THE COMPANY'S PREFERRED STOCK AT A RATIO OF TEN-FOR-ONE.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► THE REVERSE STOCK SPLIT WILL BE TREATED AS A TAX-FREE REORGANIZATION UNDER IRC SECTION 368(a)(1)(E). UNDER IRC SECTION 358(a), SHAREHOLDERS ARE REQUIRED TO ALLOCATE THEIR AGGREGATE TAX BASIS IN THE EXISTING COMMON/PREFERRED STOCK HELD IMMEDIATELY PRIOR TO THE REVERSE STOCK SPLIT AMONG THE NEW COMMON/PREFERRED STOCK HELD IMMEDIATELY AFTER THE REVERSE STOCK SPLIT.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► SEE STATEMENT 1

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTIONS
368(a), 354(a), 358(a), and 1001.

18 Can any resulting loss be recognized? ▶ EXCEPT TO THE EXTENT OF CASH RECEIVED IN LIEU OF
FRACTIONAL SHARES, SHAREHOLDERS GENERALLY WILL NOT RECOGNIZE GAIN OR LOSS AS A RESULT
OF THE REVERSE STOCK SPLIT. IN GENERAL, IF A SHAREHOLDER RECEIVES CASH IN LIEU OF
FRACTIONAL SHARES, THE SHAREHOLDER WILL RECOGNIZE CAPITAL GAIN OR LOSS BASED ON THE
DIFFERENCE BETWEEN THE AMOUNT OF CASH RECEIVED AND THE SHAREHOLDER'S ADJUSTED TAX
BASIS IN THE FRACTIONAL SHARES.

SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISOR WITH RESPECT TO THE TAX CONSEQUENCES
RESULTING FROM THE REVERSE STOCK SPLIT.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ IF ANY GAIN IS
RECOGNIZED BY THE SHAREHOLDERS, THEN THE REPORTABLE TAX YEAR IS 2016 AND THE CHARACTER
OF THE GAIN WILL BE CAPITAL IN NATURE. THE HOLDING PERIOD OF THE NEW SHARES RECEIVED
WILL BE THE SAME AS THE HOLDING PERIOD OF THE OLD SHARES HELD PRIOR TO THE STOCK
SPLIT.

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ 

Date ▶ 9/12/17

Print your name ▶

Title ▶

**Paid
Preparer
Use Only**

Print/Type preparer's name

XIN GUO

Preparer's



Date

9/13/17

Check ☐ if
self-employed

PTIN

P01288222

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 135565207

Firm's address ▶ 20 PACIFICA, SUITE 700, IRVINE, CA 92618-3391

Phone no. 949-885-5400

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

JSA

AIRGAIN, INC.
FEIN: 95-4523882

FORM 8937 LINE 16

ALTHOUGH A SHAREHOLDER'S AGGREGATE TAX BASIS REMAINS UNCHANGED IN THE REVERSE STOCK SPLIT, SHAREHOLDERS WHO ACQUIRED SHARES OF EXISTING COMMON/PREFERRED STOCK ON DIFFERENT DATES AND AT DIFFERENT PRICES SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE ALLOCATION OF THE TAX BASIS OF SUCH SHARES TO THE NEW COMMON/PREFERRED STOCK. IN GENERAL, A SHAREHOLDER'S TAX BASIS IN EXISTING COMMON/PREFERRED STOCK MUST BE ALLOCATED TO THE NEW COMMON/PREFERRED STOCK (OR ALLOCABLE PORTIONS THEREOF) IN A MANNER THAT REFLECTS, TO THE GREATEST EXTENT POSSIBLE, THE BASIS IN THE EXISTING COMMON/PREFERRED STOCK THAT WAS ACQUIRED ON THE SAME DATE AND AT THE SAME PRICE. TO THE EXTENT IT IS NOT POSSIBLE TO ALLOCATE THE TAX BASIS IN THIS MANNER, THE AGGREGATE TAX BASIS IN THE EXISTING COMMON/PREFERRED STOCK MUST BE ALLOCATED TO THE NEW COMMON/PREFERRED STOCK (OR ALLOCABLE PORTIONS THEREOF) IN A MANNER THAT MINIMIZES THE DISPARITY IN THE HOLDING PERIODS OF THE EXISTING COMMON/PREFERRED STOCK WHOSE BASIS IS ALLOCATED TO ANY PARTICULAR SHARES OF NEW COMMON/PREFERRED STOCK. THIS MAY RESULT IN SOME SHARES OF NEW COMMON/PREFERRED STOCK HAVING SPLIT HOLDING PERIODS AND SPLIT BASIS.