SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and A		2. Date of E Requiring S (Month/Day 09/23/202	Statement //Year)	3. Issuer Name and Ticker or Trading Symbol <u>GigCapital5, Inc.</u> [GIA.U]								
	(First) APITAL5, II ARCADER(4. Relationship of Reporting Issuer (Check all applicable) X Director X					5. If Amendment, Date of Original Filed (Month/Day/Year)			
SUITE 200		-			Officer (give title below)	л		(specify	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		e Line)	
(Street) PALO ALTO	CA	94303										by More than One Person
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)				II	2. Amount of Securities Beneficially Owned (Instr. 4)		r.			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					5,735,000 ⁽¹⁾			Ι		By GigAcquisitions5, LLC (see note below) ⁽²⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Se (Instr. 4)			curity Conv or Ex		cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiration Date	Title			Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	5)

Explanation of Responses:

1. Includes up to 750,000 shares of common stock that are subject to forfeiture depending on the extent to which the underwriters' over-allotment is exercised, if at all.

2. The Common Stock is held directly by GigAcquisitions5, LLC (the "Sponsor"). Mr. Miotto is a member of GigFounders, LLC ("GigFounders"), which has a financial and voting interest in the Sponsor as a member of the Sponsor and that entitles GigFounders to participate in any economic return of the Sponsor in accordance with terms negotiated with the other holders of financial and voting interests in the Sponsor. Accordingly, the shares of Common Stock held by the Sponsor, subject to the interests of such other holders, are indirectly and beneficially owned by Mr. Miotto by virtue of his financial interest in GigFounders.

<u>/s/ Neil Miotto</u>								
** Signature of Reporting								

Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

09/23/2021

Date