

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**  
(Amendment No. 1)

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

**March 28, 2023**  
Date of Report (date of earliest event reported)

**GIGCAPITAL5, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-40839**  
(Commission  
File Number)

**86-1728920**  
(I.R.S. Employer  
Identification Number)

**1731 Embarcadero Rd., Suite 200**  
**Palo Alto, CA 94303**  
(Address of principal executive offices)

**(650) 276-7040**  
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Units, each consisting of one share of common stock, \$0.0001 par value, and one redeemable warrant	GIA.U	New York Stock Exchange
Common Stock, par value \$0.0001 per share	GIA	New York Stock Exchange
Redeemable warrants, each full warrant exercisable for one share of common stock for an exercise price of \$11.50 per share	GIA.WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

## Explanatory Note

As previously reported, on March 28, 2023, the Company approved the amendment to the Company's Amended and Restated Certificate of Incorporation that extends the date by which the Company must consummate a business combination transaction from March 28, 2023 on a monthly basis up to September 28, 2023 (the date which is 24 months from the closing date of the Company's initial public offering of units) by depositing \$100,000 into the Trust Account for each one month extension. Following such amendment, stockholders elected to redeem 995,049 shares of the Company's common stock, par value \$0.0001 per share ("Common Stock"), which represents approximately 4.3% of the shares that were part of the units that were sold in the Company's initial public offering. We described this amendment and redemptions in our Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on March 28, 2023 (the "Initial 8-K").

In Item 7.01 of the Initial 8-K, we indicated that following such redemptions, 3,091,001 shares of Common Stock remain issued and outstanding. This Current Report on Form 8-K/A amends the Initial 8-K to correct that after the redemptions, 3,019,001 shares of Common Stock will remain issued and outstanding.

### Item 9.01 Financial Statements and Exhibits

Exhibit Number	
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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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: March 28, 2023

**GIGCAPITAL5, INC.**

By: /s/ Dr. Raluca Dinu

Name: Dr. Raluca Dinu

Title: Chief Executive Officer, President, Secretary, and  
Director