

GIGA TRONICS INC
Form 10-Q
February 12, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO
[X] SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the quarterly period ended **December 29, 2018**
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 **94-2656341**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

5990 Gleason Drive, Dublin CA 94568 **(925) 328-4650**
(Address of principal executive offices) 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:

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Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 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 ☐ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☒
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.

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 10,996,511 shares of the Registrant’s Common Stock outstanding as of February 7, 2019.

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FORWARD-LOOKING STATEMENTS

This report on Form 10-Q contains forward-looking statements about Giga-tronics Incorporated (the “Company” or “we”) 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 31, 2018 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****GIGA-TRONICS INCORPORATED****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

	December 29,	March 31,
(In thousands except share data)	2018	2018
Assets		
Current assets:		
Cash and cash-equivalents	\$448	\$1,485
Trade accounts receivable, net of allowance of \$8 and \$8, respectively	694	364
Inventories, net	3,182	5,487
Prepaid expenses and other current assets	1,464	87
Total current assets	5,788	7,423
Property and equipment, net	627	833
Other long-term assets	175	175
Total assets	\$6,590	\$8,431
Liabilities and shareholders' equity		
Current liabilities:		
Line of credit	\$455	\$552
Accounts payable	928	996
Loan payable, net of discounts and issuance costs	1,693	1,447
Accrued payroll and benefits	598	343
Deferred revenue	251	3,374
Capital lease obligations	43	52
Deferred liability related to asset sale	40	40
Deferred rent	69	58
Other current liabilities	870	947
Total current liabilities	4,947	7,809
Long term deferred rent	375	429
Long term obligations - capital lease	31	62
Total liabilities	5,353	8,300
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 December 29, 2018 and March 31, 2018 issued and outstanding	—	—
Series B, C, D- designated 19,500 shares; 18,533.51 shares at December 29, 2018 and March 31, 2018 issued and outstanding; (liquidation preference of \$3,540 at December 29, 2018 and	2,911	2,911

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March 31, 2018)

Series E- designated 100,000 shares; 80,400 shares at December 29, 2018 and 43,800 shares at March 31, 2018 issued and outstanding; (liquidation preference of \$3,015 at December 29, 2018 and \$1,643 March 31, 2018)

1,439 702

Common stock of no par value; Authorized - 40,000,000 shares; 10,996,511 shares at December 29, 2018 and 10,312,653 shares at March 31, 2018 issued and outstanding

25,478 25,200

Accumulated deficit

(28,591) (28,682)

Total shareholders' equity

1,237 131

Total liabilities and shareholders' equity

\$6,590 \$8,431

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

GIGA-TRONICS INCORPORATED**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

	Three Month Periods Ended December		Nine Month Periods Ended December	
	29,	30,	29,	30,
(In thousands except per share data)	2018	2017	2018	2017
Revenue				
Goods	\$100	\$ 1,989	\$416	\$ 2,819
Services	1,793	1,231	7,207	4,634
Total Revenue	1,893	3,220	7,623	7,453
Cost of sales	1,069	2,415	4,367	5,695
Gross profit	824	805	3,256	1,758
Operating expenses:				
Engineering	302	452	1,020	1,313
Selling, general and administrative	853	891	2,754	3,158
Total operating expenses	1,155	1,343	3,774	4,471
Operating loss	(331)	(538)	(518)	(2,713)
Gain on sale of product line	—	324	—	324
Gain on adjustment of warrant liability to fair value	—	7	—	67
Interest expense:				
Interest expense, net	(128)	(71)	(363)	(238)
Interest expense from accretion of loan discount	(58)	(35)	(163)	(90)
Total interest expense, net	(186)	(106)	(526)	(328)
Loss before income taxes	(517)	(313)	(1,044)	(2,650)
Provision for income taxes	—	—	42	2
Net loss	\$(517)	\$ (313)	\$(1,086)	\$ (2,652)
Loss per common share - basic	\$(0.05)	\$ (0.03)	\$(0.10)	\$ (0.27)
Loss per common share - diluted	\$(0.05)	\$ (0.03)	\$(0.10)	\$ (0.27)
Weighted average shares used in per share calculation:				
Basic	10,676	9,798	10,408	9,769
Diluted	10,676	9,798	10,408	9,769

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

GIGA-TRONICS INCORPORATED**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(In thousands)	Nine Month Periods Ended December	
	29, 2018	30, 2017
Cash flows from operating activities:		
Net loss	\$(1,086)	\$ (2,652)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	206	1,025
Share based compensation	168	174
Adjustment of warrant liability to fair value	—	(67)
Accretion of discounts and issuance costs on debt	163	100
Change in fair value of equity forward	—	16
Change in other long-term liabilities	—	31
Accrued interest and fees on loan payable	84	—
Change in deferred rent	(43)	499
Gain on sale of product line	—	(375)
Changes in operating assets and liabilities		
Trade accounts receivable	(330)	124
Inventories	724	(610)
Prepaid expenses and other assets	(1,188)	383
Accounts payable	(68)	356
Accrued payroll and benefits	255	(144)
Deferred revenue	(556)	(524)
Other current liabilities	(77)	299
Net cash used in operating activities	(1,748)	(1,365)
Cash flows from investing activities:		
Purchases of property and equipment	—	(685)
Net cash used in investing activities	—	(685)
Cash flows from financing activities:		
Proceeds from borrowings, net of issuance costs	—	1,456
Repayments of line of credit	(97)	(30)
Principal payments on capital leases	(40)	(37)
Proceeds from issuance of preferred stock, net of issuance costs	736	
Exercise of warrants	112	
Net cash provided by financing activities	711	1,389
(Decrease)/Increase in cash and cash-equivalents	(1,037)	(661)

Beginning cash and cash-equivalents	<i>1,485</i>	<i>1,421</i>
Ending cash and cash-equivalents	\$448	\$ 760

Supplementary disclosure of cash flow information:

Cash paid for income taxes	<i>\$12</i>	<i>\$ 2</i>
Cash paid for interest	<i>\$164</i>	<i>\$ 163</i>

Supplementary disclosure of noncash financing activities:

Cumulative effect of adoption of ASC 606 on inventory	<i>\$(1,581)</i>	<i>\$ —</i>
Cumulative effect of adoption of ASC 606 on prepaid expenses and other current assets	<i>\$189</i>	<i>\$ —</i>
Cumulative effect of adoption of ASC 606 on deferred revenue	<i>\$2,567</i>	<i>\$ —</i>
Common stock issued in connection with debt issuance	<i>\$—</i>	<i>\$ 172</i>
Equipment disposal	<i>\$—</i>	<i>\$ 377</i>

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(I) 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 31, 2018*.

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.

Revenue Recognition and Deferred Revenue Beginning *April 1, 2018*, the Company follows the provisions of ASU 2014-09 as subsequently amended by the Financial Accounting Standards Board (“FASB”) between 2015 and 2017 and collectively known as ASC Topic 606, *Revenue from Contracts with Customers* (“ASC 606”). Amounts for prior periods are *not* adjusted and continue to be reported in accordance with the Company’s prior historic accounting practices. The guidance provides a unified model to determine how revenue is recognized. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps: (i) identifies the promised goods or services in the contract; (ii) determines whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract; (iii) measures the transaction price, including the constraint on variable consideration; (iv) allocates the transaction price to the performance obligations based on estimated selling prices; and (v) recognizes revenue

when (or as) the Company satisfies each performance obligation.

The Company generates revenue through the design, manufacture, and sale of products used in the defense industry to major prime defense contractors, the armed services (primarily in the U.S.) and research institutes. There is generally *one* performance obligation in the Company's contracts with its customers. For highly engineered products, the customer typically controls the work in process as evidenced either by contractual termination clauses or by the Company's right to payment for costs incurred to date plus a reasonable profit for products or services that do *not* have an alternative use. In these circumstances, the performance obligation is the design and manufacturing service. As control transfers continuously over time on these contracts, revenue is recognized based on the extent of progress towards completion of the performance obligation using a cost-to-cost method. Engineering services are also satisfied over time and recognized on the cost-to-cost method. These types of revenue arrangements are typical for our defense contracts within the Microsource segment for its YIG RADAR filter products used in fighter jet aircrafts.

For the sale of standard or minimally customized products, the performance obligation is the series of finished products which are recognized at the points in time the units are transferred to the control of the customer, typically upon shipment. This type of revenue arrangement is typical for our commercial contracts within the Giga-tronics segment for its Advanced Signal Generation and Analysis system products used for testing RADAR and Electronic Warfare ("EW") equipment.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC Topic 606. The Company's performance obligations include:

Design and manufacturing services

Product supply – Distinct goods or services that are substantially the same

Engineering services

The majority of the Company's contracts have a single performance obligation as the promise to transfer the individual goods or services is *not* separately identifiable from other promises in the contracts and, therefore, *not* distinct. The Company's revenue in fiscal 2019 under ASC 606 primarily relates to design and manufacturing services, there was *no* product supply, and engineering services were nominal.

Transaction Price

The Company has both fixed and variable consideration. Under the Company's highly engineered design and manufacturing arrangements, advance payments and unit prices are considered fixed, as product is *not* returnable and the Company has an enforceable right to reimbursement in the event of a cancellation. For standard and minimally customized products, payments can include variable consideration, such as product returns and sales allowances. The transaction price in engineering services arrangements *may* include estimated amounts of variable consideration, including award fees, incentive fees, or other provisions that can either increase or decrease the transaction price. Milestone payments are identified as variable consideration when determining the transaction price. At the inception of each arrangement that includes milestone payments, the Company evaluates whether the milestones are considered probable of being achieved and estimates the amount to be included in the transaction price using the most likely amount method. The Company estimates variable consideration at the amount to which they expect to be entitled and determines whether to include estimated amounts as a reduction in the transaction price based largely on an assessment of the conditions that might trigger an adjustment to the transaction price and all information (historical, current and forecasted) that is reasonably available to the Company. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will *not* occur when the estimation uncertainty is resolved.

Allocation of Consideration

As part of the accounting for arrangements that contain multiple performance obligations, the Company must develop assumptions that require judgment to determine the stand-alone selling price of each performance obligation identified in the contract. When a contract contains more than *one* performance obligation, the Company uses key assumptions to determine the stand-alone selling price of each performance obligation. Because of the customized nature of products and services, estimated stand-alone selling prices for most performance obligations are estimated using a cost-plus margin approach. For non-customized products, list prices generally represent the standalone selling price. The Company allocates the total transaction price to each performance obligation based on the estimated relative stand-alone selling prices of the promised goods or service underlying each performance obligation.

Timing of Recognition

Significant management judgment is required to determine the level of effort required under an arrangement and the period over which the Company expects to complete its performance obligations under the arrangement. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. The Company generally uses the cost-to-cost measure of progress as this measure best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue is recognized for design and manufacturing

services and for engineering services over time proportionate to the costs that the Company has incurred to perform the services using the cost-to-cost input method and for products at a point in time. Approximately 94% of the Company's revenue is recognized over time, with the remaining 6% recognized at a point in time.

Changes in Estimates

The effect of a contract modification on the transaction price and the measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

For contracts using the cost-to-cost method, management reviews the progress and execution of the performance obligations. This process requires management judgment relative to estimating contract revenue and cost and making assumptions for delivery schedule. This process requires management's judgment to make reasonably dependable cost estimates. Since certain contracts extend over a longer period of time, the impact of revisions in cost and revenue estimates during the progress of work *may* adjust the current period earnings through a cumulative catch-up basis. This method recognizes, in the current period, the cumulative effect of the changes on current and prior quarters. Contract cost and revenue estimates for significant contracts are generally reviewed and reassessed quarterly. Revenue recognized over time using the cost-to-cost method represented approximately 99% of revenue for the *first three* quarters of fiscal 2019.

The aggregate effects of these changes on contracts in the *first three* quarters of fiscal 2019 was nominal.

Balance Sheet Presentation

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and deferred revenue (contract liabilities) on the Condensed Consolidated Balance Sheet. Under the typical payment terms of over time contracts, the customer pays either performance-based payments or progress payments. Amounts billed and due from customers are classified as receivables on the Condensed Consolidated Balance Sheet. Interim payments *may* be made as work progresses, and for some contracts, an advance payment *may* be made. A liability is recognized for these interim and advance payments in excess of revenue recognized and is presented as a contract liability which is included within accrued liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheet. Contract liabilities typically are *not* considered a significant financing component because these cash advances are used to meet working capital demands that can be higher in the early stages of a contract. When revenue recognized exceeds the amount billed to the customer, an unbilled receivable (contract asset) is recorded for the amount the Company is entitled to receive based on its enforceable right to payment.

Remaining performance obligations represent the transaction price of firm orders for which work has *not* been performed as of the period end date and excludes unexercised contract options and potential orders under ordering-type contracts (e.g., indefinite-delivery, indefinite-quantity).

Recognition Prior to April 1, 2018

Prior to *April 1, 2018* under the legacy Generally Accepted Accounting Principles (“GAAP”), the Company recorded revenue when there was persuasive evidence of an arrangement, delivery had occurred, the price was fixed and determinable, and collectability was reasonably assured. This occurred when products were shipped or the customer accepted title transfer. If the arrangement involved acceptance terms, the Company deferred revenue until product acceptance was received. On certain large development contracts, revenue was recognized upon achievement of substantive milestones. Advanced payments were recorded as deferred revenue until the revenue recognition criteria described above had been met. Amounts for periods ending prior to *April 1, 2018* have *not* been adjusted for ASC 606 and continue to be reported in accordance with the Company’s previous accounting practices.

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.

New Accounting Standards

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 Revenue from Contracts with Customers. In *August 2015* and *March, April, May* and *December 2016*, the FASB issued additional amendments to the new revenue guidance relating to reporting revenue on a gross versus net basis, identifying performance obligations, licensing arrangements, collectability, noncash consideration, presentation of sales tax, transition, and clarifying examples. Collectively these are referred to as ASC 606, which replaces all legacy GAAP guidance on revenue recognition and eliminates all industry-specific guidance. ASC 606 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. ASC 606 was further updated to provide clarification on a number of specific issues as well as requiring additional disclosures. ASC 606 *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. ASC 606 is effective for annual reporting periods beginning after *December 15, 2017*, and early adoption is permitted beginning in the *first* quarter of 2017.

The Company adopted ASC 606 on *April 1, 2018* (beginning of the Company's fiscal year) using the modified retrospective method. Under this approach, *no* restatement of fiscal years 2017 or 2018 was required. Rather, the effect of the adoption was recorded as a cumulative adjustment decreasing the opening balance of accumulated deficit at *April 1, 2018*.

The most significant change relates to the timing of revenue and cost recognition on the Company's customer contracts. Under ASC 606, revenue is recognized as the customer obtains control of the goods and services promised in the contract. Given the nature of the Company's products and terms and conditions in the contracts, the customer typically obtains control as the Company performs work under such contract. Therefore, the Company expects to recognize revenue over time for substantially all of its contracts using the percentage-of-completion cost-to-cost method. As a result, the Company now recognizes revenue for these contracts as it incurs costs, as opposed to when units are delivered. This change has generally resulted in earlier revenue recognition in the performance period as compared to the legacy method for those contracts, giving rise to a decrease to the Company's opening balance of accumulated deficit as of *April 1, 2018*.

Adopting ASC 606 involves significant new estimates and judgments such as estimating stand-alone selling prices, variable consideration, and total costs to complete the contract. All of the estimates are subject to change during the performance of the contract which *may* cause more variability due to significant estimates involved in the new accounting.

The cumulative effect of the changes made to the Company's consolidated *April 1, 2018* balance sheet for the adoption of ASC 606 were as follows (in thousands):

	Balance at	ASC 606 Adjustments	Balance at April 1, 2018
Assets			
Prepaid and other current assets	\$87	\$ 188	\$275
Inventories, net	5,487	(1,581)	3,906
Liabilities			
Deferred revenue	\$3,374	\$ (2,568)	\$806
Stockholders' Equity			
Accumulated deficit	\$(28,682)	\$ 1,176	\$(27,506)

In accordance with the requirements of ASC 606, the disclosure of the impact of adoption on our condensed consolidated income statement and balance sheet for the *nine-month* period ended *December 29, 2018* was as follows (in thousands except for net loss per share):

For the nine months ended December 29, 2018	Without ASC 606 Adoption	ASC 60 6 Adjustments	As Reported
Assets			
Prepaid and other current assets	\$ 53	\$ 1,411	\$ 1,464
Inventories, net	5,273	(2,091)	3,182
Liabilities			
Deferred revenue	\$ 2,458	\$ (2,207)	\$ 251
Stockholders' Equity			
Accumulated deficit	\$(29,637)	\$ 1,046	\$(28,591)
Revenue			
Revenue	\$ 6,762	\$ 861	\$ 7,623
Cost of sales			
Cost of sales	\$ 2,682	\$ 1,685	\$ 4,367
Net loss	\$(262)	(824)	\$(1,086)
Net loss per share, basic and fully diluted	\$(0.02)	\$ (0.07)	\$(0.10)

(2) Going Concern and Management's Plan

The Company incurred net losses of \$517,000 for the *third* quarter and \$1.1 million for the *first nine* months of fiscal 2019, respectively. These losses have contributed to an accumulated deficit of \$28.6 million and shareholders' equity of \$1.2 million as of *December 29, 2018*. The Company used cash flow in operations totaling \$1.7 million in the *first nine* months of fiscal 2019.

Although EW test system products have shipped to several customers in prior fiscal years, *no* significant EW test system orders were received during the *first nine*-months of fiscal 2019, nor were there any significant EW shipments during this period which contributed significantly to the Company's losses for the *first nine*-months of fiscal 2019. The longer than anticipated sales cycles could significantly contribute to additional future losses and decreases in working capital.

To help fund operations, the Company relies on advances under a 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 *December 29, 2018*, the line of credit had an outstanding balance of \$455,000, and additional borrowing capacity of \$411,000.

In *April 2017*, the Company entered into a \$1.5 million loan agreement with Partners For Growth, V L.P. ("PFG") to provide additional cash to fund our operations. As a result of experiencing continued delays in receiving EW test system product orders in fiscal 2018, the Company was unable to maintain compliance with certain financial covenants required by the PFG loan and, as a result, the Company was subject to a default interest rate between *June 2017* and *March 2018*. On *March 26, 2018*, and concurrent with the execution of certain stock purchase agreements for the sale of new Series E Convertible Preferred Stock and conditional upon the sale of at least \$1.0 million in gross proceeds thereof, the Company and PFG entered into a modification agreement which provided for the restructuring of certain terms of the PFG loan including resetting of the financial covenants for the remaining loan term (see Note 6, Term Loans, Revolving Line of Credit and Warrants).

In *December 2018*, the Company and PFG entered into an additional modification agreement which conditionally extended the maturity date of the loan from *April 27, 2019* to *November 1, 2019*, though the Company is required to pay all accrued interest on *May 1, 2019* and beginning on that date must make monthly prepayments of principal of \$75,000 and accrued interest until maturity. The effectiveness of the modification was conditioned on the Company raising \$500,000 in additional capital by *January 8, 2019*, which date was extended to *February 8, 2019*. The Company satisfied this condition on *February 8, 2019* and the modification is now effective.

In order to raise additional working capital and to restructure the PFG loan, on *March 26, 2018*, the Company entered into a Securities Purchase Agreement for the sale of *43,800* shares of a newly designated series of *6.0%* Series E Senior Convertible Voting Perpetual Preferred Stock (“Series E Shares”) to approximately *15* private investors. The purchase price for each Series E Share was *\$25.00*. Gross proceeds received by the Company were approximately *\$1.095* million (the “Placement”). Net proceeds to the Company after fees and expenses of the placement agent were approximately *\$1.0* million. Each Series E Share is initially convertible into common stock at the option of the holder at the conversion price of *\$0.25* per share, which is equivalent to *100* shares of the Company’s common stock for each Series E Share (see Note *13*, Preferred Stock and Warrants – Series E Senior Convertible Voting Perpetual Preferred Stock). Between *April 1, 2018* and *December 29, 2018*, the Company sold an additional *36,600* Series E shares for additional gross proceeds of *\$915,000*.

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. 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 its business including, but *not* limited to, the contribution of its individual business segments, 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 and liquidity through debt (including debt refinancing), equity financing or possible product line sales or cessation of unprofitable business product lines, however there are *no* assurances that such financings or product line sales will be available at all, or on terms acceptable to the Company.

Our historical operating results and forecasting uncertainties indicate that substantial doubt exists related to our ability to continue as a going concern. Management believes that through the actions to date and possible future actions described above, we should have the necessary liquidity to continue operations at least *twelve* months from the issuance of the financial statements. However, we cannot predict, with certainty, the outcome of our actions to maintain or generate additional liquidity, including the availability of additional financing, or whether such actions would generate the expected liquidity as currently planned. Forecasting uncertainties also exist with respect to our EW test system product line due to the potential longer than anticipated sales cycles, as well as with potential delays in the refinement of certain features or requisition of certain components and/or our 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 following table presents changes in the Company's contract assets and liabilities for the *nine* months ended *December 29, 2018*.

	Balance at			Balance at
	Beginning	Additions	Deductions	the end
	of the Period (in thousands)			of the Period
Contract Assets	\$189	\$ 1,295	\$ (73	) \$ 1,411
Contract Liabilities: Deferred Revenue	\$(806)	\$(1,293	) \$ 1,852	\$(247)

During the *nine* months ended *December 29, 2018*, the Company recognized the following revenues (in thousands).

Revenue recognized in the period from:

Amounts included in contract liabilities at the beginning of the period:

Performance obligations satisfied \$816

New activities in the period:

Changes in estimates 280

Performance obligations satisfied 6,111

Total services revenue \$7,207

As of *December 29, 2018*, the aggregate amount of the transaction price allocated to remaining performance obligations was \$6.0 million, of which the Company expects to recognize \$4.2 million into revenue within the next *twelve* months and \$1.8 million after the next *twelve* months.

(4) Inventories

Inventories consisted of the following:

(In thousands)	December 29, 2018	March 31, 2018
Raw materials	\$ 935	\$2,290
Work-in-progress	1,569	2,100
Finished goods	255	561
Demonstration inventory	423	536
Total	\$ 3,182	\$5,487

(5) 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. Interest is payable monthly with principal due upon maturity. The Company paid an annual commitment fee of \$12,500 in both *May 2017* and *May 2018*. 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).

As of *December 29, 2018*, the Company was in compliance with all the financial covenants under the agreement. 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 *December 29, 2018*, the Company's total outstanding borrowings under the Bridge Bank line of credit were *\$455,000*.

(6) Term Loan, Revolving Line of Credit and Warrants

On *April 27, 2017*, the Company entered into a *\$1.5* million loan agreement with PFG, which was funded by PFG on *April 28, 2017* (the "*2017 Loan*"). The *2017 Loan*, which matures on *April 27, 2019*, provides for interest only payments during the term of the loan with principal and any accrued interest and fees due upon maturity. The *2017 Loan* bears interest at a fixed aggregate per annum rate equal to *16%* per annum, of which *9.5%* per annum rate is payable monthly in cash and *6.5%* per annum rate is accrued monthly and due upon maturity. In addition, the Company agreed to pay PFG a cash fee of up to *\$100,000* 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 (or any amount thereof) is outstanding during any day of the prior month.

Additionally, the *2017 Loan* provides for the Company's issuance of up to *250,000* common shares to PFG, of which *190,000* was earned by PFG upon signing (*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 (or any amount thereof) is outstanding during any day of the prior month. The *2017 Loan* provided for certain financial covenants related to the revenue achievement and maintenance of tangible net worth. PFG can accelerate the maturity of the loan in case of a default and the Company can prepay the loan before maturity without interest prepayments or penalty. The Company has pledged all of its assets as collateral for the *2017 Loan*, including all its accounts, inventory, equipment, deposit accounts, intellectual property and all other personal property. The *2017 Loan* is subordinate to the Bridge Bank line of credit (see Note 5, 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 is being separately measured at fair value, with subsequent changes in fair value being recognized in the consolidated statements of operations.

The proceeds received upon issuing the loan were 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 *\$1.6* million of principal payable to PFG, representing the stated principal balance of *\$1.5* million 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 consolidated balance sheets. The debt discount is being amortized to interest expense over the loan's term using the effective interest method. During the fiscal year ended *March 31, 2018*, the Company amortized discounts of approximately *\$127,000* to interest expense. As of *December 29, 2018*, the Company had issued to PFG *375,000* common shares under the loan.

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 was determined to be immaterial and was *not* bifurcated from the debt host for accounting purposes.

Between *June 24, 2017* and *March 25, 2018*, the Company was *not* in compliance with the loan's revenue and tangible net worth financial covenants and was subject to a default interest rate of 22% per annum which it accrued and paid when due during this period.

On *March 26, 2018*, concurrent with the execution of the Securities Purchase Agreement for the Series E Shares (see Note 13 – Preferred Stock and Warrants - Series E Senior Convertible Voting Perpetual Preferred Stock), the Company and PFG entered into a modification agreement providing for the restructuring of certain terms associated with approximately *\$1.7* million in indebtedness under the 2017 Loan. Subject to the sale of at least *\$1.0* million in Series E Shares, PFG agreed to waive all current defaults and cease applying the applicable default interest rate, returning to the stated non-default rate of 16%, and to lower the revenue and tangible net worth covenants for the remaining term of the loan. As consideration for the modifications, the Company reduced the exercise price of outstanding warrants previously granted to PFG pursuant to a 2014 loan agreement and credit line to purchase *260,000* shares of the Company's common stock from *\$1.42* to *\$0.25* per share and extended the exercisability of the warrants by *one* year to *March 13, 2020*.

The amendments to the 2017 Loan were recognized as a loan modification. The change in fair value of the warrants of \$43,700, resulting from the reduced strike price and extension of term, was recognized as a discount to the 2017 Loan and is being amortized to interest expense over the remaining term of the 2017 Loan.

In *December 2018*, the Company and PFG entered into an additional modification agreement which conditionally extended the maturity date of the loan from *April 27, 2019* to *November 1, 2019*, though the Company is required to pay all accrued interest on *May 1, 2019* and beginning on that date must make monthly prepayments of principal of \$75,000 and accrued interest until maturity. The effectiveness of the modification was conditioned on the Company raising \$500,000 in additional capital by *January 8, 2019*, which date was extended to *February 8, 2019*. The Company satisfied this condition on *February 8, 2019* and the modification is now effective.

The Company anticipates it will need to achieve significant EW test system shipments and resulting cash inflows and or seek additional funds through the issuance of new debt, equity securities or product line sales in order to repay the 2017 Loan (including accrued interest and back end fees) in full upon maturity or otherwise enter into a refinancing agreement with PFG. However, there can be *no* assurances that such significant EW test system shipments and resulting cash flows inflows will be achieved on a timely basis or that such financings, re-financing or product line sales will be available at all, or on terms acceptable to the Company.

(7) — 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.

The carrying amounts of the Company's cash and cash-equivalents and line of credit approximate their fair values at each balance sheet date due to the short-term maturity of these financial instruments, and generally result in inputs categorized as *Level 1* within the fair value hierarchy. The carrying value of the outstanding PFG loan approximates the estimated aggregate 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.

On *March 26, 2018*, the Company and PFG agreed to eliminate the cash put provision contained in warrants in exchange for the Company issuing *150,000* shares of the Company's common stock. Upon removal of the put, the warrants were re-valued using the Black-Scholes option-pricing model with the following assumptions: (i) remaining term of *0.96* years, (ii) expected volatility of *85%*, (iii) risk-free interest rate of *2.12%*, and (iv) *no* expected dividends. The resulting change in fair value of the warrants, along with the fair value of the common stock issued to PFG, was recognized as an adjustment of warrant liability in the consolidated statements of operations.

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 *December 29, 2018* and *March 31, 2018*.

(8) 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. Shares excluded from the diluted EPS calculation because they would be anti-dilutive are as follows:

	Three Month Periods Ended		Nine Month Periods Ended	
	December 29,	December 30,	December 29,	December 30,
(In thousands)	2018	2017	2018	2017
Common shares issuable upon exercise of stock options	2,610	772	2,610	772
Restricted stock awards	338	375	338	375
Issuable shares for interest on loan	10	40	10	40
Common shares issuable upon conversion of convertible preferred stock	9,893	1,853	9,893	1,853
Common shares issuable upon exercise of warrants	3,452	3,737	3,452	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 *nine*-month period ended *December 29, 2018* and *December 30, 2017* is a result of the Company's net loss and, therefore, the effect of these instruments would be anti-dilutive.

(9) Share Based Compensation

On *September 20, 2018*, our shareholders approved our new *2018* Equity Incentive Plan under which we *may* issue up to *2,500,000* shares of common stock upon the exercise of options, stock awards and grants. With the adoption of the *2018* Equity Incentive Plan, *no* further awards will be issued under the Company's *2005* Equity Incentive Plan, though all awards under the *2005* Equity Incentive Plan that are outstanding will continue to be governed by the terms, conditions and procedures set forth in the plan and any applicable award agreement. Option grants under the Company's *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 while providing services under a service arrangement in the case of non-employees) or within a certain period after termination of employment or service arrangement in the case of non-employees. 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 *December 29, 2018*, *no* SAR's have been granted under any option plan. As of *December 29, 2018*, the total number of shares of common stock available for issuance was *2,086,000*. 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:

	Three Month Periods Ended December 29, 2018		December 30, 2017		Nine Month Periods Ended December 29, 2018		December 30, 2017	
Dividend yield	—		None		—		—	
Expected volatility	96.21	%	None		95.29	%	89.82	%
Risk-free interest rate	2.84	%	None		2.83	%	1.77	%
Expected term (years)	8.28		None		8.30		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 *nine*-month period ended *December 29, 2018* and the fiscal year ended *March 31, 2018* is as follows:

	Shares	Weighted Average Exercise Price	Weighted	
			Average Remaining Contractual Terms (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at March 25, 2017	1,104,500	\$ 1.41	6.1	\$ 3
Granted	856,000	0.34	10.0	
Forfeited / Expired	(481,800)	1.34		
Outstanding at March 31, 2018	1,478,700	\$ 0.56	8.0	\$ —
Granted	1,254,000	0.31	9.8	
Forfeited / Expired	(123,000)	0.87		
Outstanding at December 29, 2018	2,609,700	\$ 0.42	8.4	\$ —
Exercisable at December 29, 2018	502,550	\$ 0.79	3.9	\$ —
At December 29, 2018, expected to vest in the future	1,513,418	\$ 0.34	9.51	\$ —

As of *December 29, 2018*, there was \$358,000 of total unrecognized compensation cost related to non-vested options. That cost is expected to be recognized over a weighted average period of 3.43 years. There were 6,350 options and 14,350 options that vested during the quarters ended *December 29, 2018* and *December 30, 2017*, respectively. The total grant date fair value of options vested during the quarters ended *December 29, 2018* and *December 30, 2017* was \$5,000 and \$14,000 respectively. There were 29,100 and 107,200 options that vested during the *nine-month* periods ended *December 29, 2018* and *December 30, 2017*, respectively. The total grant date fair value of options vested during the *nine-month* periods ended *December 29, 2018* and *December 30, 2017* was \$34,000 and \$119,000, respectively. No shares were exercised during the *three* and *nine-month* periods ended *December 29, 2018* and *December 30, 2017*. Share based compensation cost recognized in operating results for the *three-month* periods ended *December 29, 2018* and *December 30, 2017* totaled \$28,000 and \$22,000, respectively. Share based compensation cost recognized in operating results for the *nine-month* periods ended *December 29, 2018* and *December 30, 2017* totaled \$85,000 and \$101,000, respectively.

Restricted Stock

There were 160,000 restricted awards issued during the *three-month* period ended *December 29, 2018*. The Company granted 160,000 restricted awards during the *nine-month* period ended *December 29, 2018*. No restricted awards were granted during the *three-month* period ended *December 30, 2017*. The Company granted 386,450 restricted awards during the *nine-month* period ended *December 30, 2017*. The restricted stock awards are considered fixed awards as the number of shares and fair value at the grant date are amortized over the requisite service period net of estimated forfeitures. As of *December 29, 2018*, there was \$45,000 of total unrecognized compensation cost related to non-vested awards. That cost is expected to be recognized over a weighted average period of 0.34 years and will be adjusted for subsequent changes in estimated forfeitures. Compensation cost recognized for the restricted and unrestricted stock awards during the *third* quarter and *first nine* months of fiscal of 2019 was \$26,000 and \$83,000. Compensation cost recognized for the restricted and unrestricted stock awards during the *third* quarter and *first nine* months of fiscal of 2018 was \$33,000 and \$73,000.

A summary of the changes in non-vested restricted stock awards outstanding for the *nine-month* period ended *December 29, 2018* and the fiscal year ended *March 31, 2018* is as follows:

	Shares	Weighted Average Fair Value
Non-Vested at March 25, 2017	—	\$ —
Granted	586,950	0.66
Vested	(51,000)	(0.60)
Forfeited or cancelled	(236,000)	(0.68)
Non-Vested at March 31, 2018	299,950	\$ 0.65
Granted	160,000	—
Vested	(100,000)	(0.36)
Forfeited or cancelled	(22,000)	—
Non-Vested at December 29, 2018	337,950	\$ 0.56

(10) Significant Customer and Industry Segment Information

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

The Giga-tronics Division produces RADAR and EW testing and simulation products. The Giga-tronics Division historically 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 but has divested of these product lines.

Microsource primarily develops and manufactures YIG RADAR filters used in fighter jet aircraft for *two* prime contractors.

The tables below present information for the *two* reportable segments:

(In thousands)	Three Month Period			Three Month Period		
	Ended			Ended		
	Dec. 29, 2018	Dec. 29, 2018	Dec. 30, 2017	Dec. 30, 2017	Dec. 30, 2017	Dec. 30, 2017
	Assets	Net Sales	Net Income (Loss)	Assets	Net Sales	Net Income (Loss)
Giga-tronics Division	\$4,020	\$67	\$(1,254)	\$5,042	\$1,922	\$ (807)
Microsource	2,570	1,826	737	3,134	1,298	494
Total	\$6,590	\$1,893	\$(517)	\$8,176	\$3,220	\$ (313)

(In thousands)	Nine Month Period Ended			Nine Month Period Ended		
	Dec. 29, 2018			Dec. 30, 2017		
	Dec. 29, 2018			Dec. 30, 2017		
	Assets	Net Sales	Net Income (Loss)	Assets	Net Sales	Net Income (Loss)
Giga-tronics Division	\$ 4,020	\$246	\$(4,150)	\$5,042	\$2,661	\$(4,429)
Microsource	2,570	7,377	3,064	3,134	4,792	1,777
Total	\$ 6,590	\$7,623	\$(1,086)	\$8,176	\$7,453	\$(2,652)

During the *third* quarter of fiscal 2019, *two* customers accounted for approximately 97% of the Company's consolidated revenues. One of the customers accounted for 68% of the Company's consolidated revenue and was included in the Microsource segment. A *second* customer accounted for 29% of the Company's consolidated revenue and was included in the Microsource segment. During the *third* quarter of fiscal 2018, *two* customers accounted for 87% of the Company's consolidated revenues. One of the customers accounted for 55% of the Company's consolidated revenue and was included in the Giga-tronics Division. A *second* customer accounted for 32% of the Company's consolidated revenue and was included in the Giga-tronics Division.

During the *first nine* months of fiscal 2019, *two* customers accounted for approximately 97% of the Company's consolidated revenues. One of the customer accounted for 64% of the Company's consolidated revenues and was primarily included in the Microsource segment. A *second* customer accounted for 33% of the Company's consolidated revenue and was also included in the Microsource segment. During the *first nine* months of fiscal 2018, *three* customers accounted for approximately 84% of the Company's consolidated revenues. One of the customers accounted for 37% of the Company's consolidated revenues and was primarily included in the Microsource segment. A *second* and *third* customer accounted for a total of 47% of the Company's consolidated revenue and were included in the Microsource segment and the Giga-tronics Division.

(11) 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 \$42,000 of income tax expense for the *nine* months ended *December 29, 2018* and \$2,000 of income tax expense for the *nine* months ended *December 30, 2017*. In *November 2018*, the Franchise Tax Board ("FTB") issued their final bill regarding their audit findings. As a result, the Company adjusted the accrued state tax liability along with the accrued interest to \$110,000. The Company has an agreement with the FTB to pay the balance over *six* months and have made the *first* payment of \$10,000 in *December 2018*. The accrued state tax liability as of *December 2018* is \$100,000. The effective tax rate for the *nine* months ended *December 29, 2018* and *December 30, 2017* was 0% each year, primarily due to a valuation allowance recorded against the net deferred tax asset balance.

As of *December 29, 2018*, the Company had recorded \$122,000 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.

On *December 22, 2017*, the U.S. enacted the Tax Cuts and Jobs Act (the “Act”), which significantly changed U.S. tax law. The Act lowered the Company’s U.S. statutory federal income tax rate from 35% to 21% effective *January 1, 2018*, and imposes new limitations on the utilization of losses incurred in tax years beginning after *December 31, 2017*. However, the enactment of the legislative changes has *not* affected the Company’s overall effective tax rate of 0%, due to, as previously noted, a full valuation allowance recorded against the net deferred tax asset balance.

(12) Warranty Obligations

The Company records a provision 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 for product sales.

	Three Month Periods Ended December		Nine Month Periods Ended December	
	29,	30,	29,	30,
(In thousands)	2018	2017	2018	2017
Balance at beginning of period	\$85	\$ 135	\$164	\$ 123
Provision, net	(40)	28	(65)	232
Warranty costs incurred	-	(6)	(54)	(198)
Balance at end of period	\$45	\$ 157	\$45	\$ 157

(13) Preferred Stock and Warrants

Series E Senior Convertible Voting Perpetual Preferred Stock

On *March 26, 2018*, the Company entered into a Securities Purchase Agreement for the sale of 43,800 shares of a newly designated series of 6.0% Series E Senior Convertible Voting Perpetual Preferred Stock (“Series E Shares”) to approximately 15 private investors. The sale was completed and the Series E Shares were issued on *March 28, 2018*.

The purchase price for each Series E Share was \$25.00. Gross proceeds received by the Company were approximately \$1.095 million (the "Placement"). Net proceeds to the Company after fees and expenses of the Placement were approximately \$1.0 million. Placement agent fees incurred in connection with the transaction were 5% of gross proceeds or approximately \$57,000 in cash, plus warrants to purchase 5% of the number of common shares into which the Series E shares can be converted (223,000 shares) at an exercise price of \$0.25 per share.

Each Series E Share is initially convertible (at the option of the holder) at a conversion price of \$0.25 per share of common stock, representing 100 shares of the Company's common stock per each Series E Share. The conversion ratio is subject to adjustments for stock splits, stock dividends, recapitalizations and similar transactions. As of *March 31, 2018*, if all 43,800 issued Series E Shares were immediately converted, holders of such shares would acquire 4,380,000 shares of common stock of the Company, or 31% of the pro forma number of shares of common stock that would be outstanding if the conversion had occurred on this date, 27% of the pro forma number of shares of common stock that would be outstanding upon the conversion of the Company's outstanding shares of Series B, Series C and Series D Convertible Preferred Stock (collectively, the "Previously Issued Preferred Shares") and 22% of the pro forma number of shares of common stock that would be outstanding if all shares of preferred stock were converted and all warrants exercised as of this date. The Company is entitled to redeem Series E Shares at a price equal to 300% of the Series E Share purchase price, or \$75.00 per share, subject to potential adjustment, but the right to redeem is subject to satisfaction of certain conditions related to the market price and trading volume of the Company's common stock.

Each Series E Share has a liquidation preference of 150% of the purchase price or \$37.50, subject to adjustment. In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, a merger, or a sale of the Company's MSI business line or Simulation and Electronics Warfare business line or their related assets, before any payment or distribution to holders of junior shares (including common stock and Previously Issued Preferred Stock), holders of Series E Shares will be entitled to receive an amount of cash per share of Series E Shares up to the liquidation preference plus all accumulated accrued and unpaid dividends thereon. Upon a sale of the Company's MSI business line or Simulation and Electronics Warfare business line or their related assets, holders of Series E Shares shall be entitled to receive a pro rata portion of the net sale proceeds after reasonable transaction expenses and amount payable to the Company's secured creditors for releases of their liens on such assets, up to the liquidation preference plus accrued and unpaid dividends. If the payment per Series E Shares is less than the Series E Shares' liquidation preference, the liquidation preference and the Series E Share redemption price will be reduced by the amount of the payment received.

Holders of Series E Shares are entitled to receive, when, as and if declared by the Company's Board of Directors, cumulative preferential dividends, payable semiannual in cash at a rate per annum equal to 6.0% of the initial purchase price of \$25.00 per share or in-kind (at the Company's election) through the issuance of shares of the Company's common stock, based on the 10 day volume weighted average price of the common stock.

Holders of Series E Shares generally vote together with the common stock on an as-converted basis on each matter submitted to the vote or approval of the holders of common stock, and vote as a separate class with respect to certain actions that adversely affect the rights of the holders of Series E Shares and on other matters as required by law. In addition, the approval of the Holders of the Series E shares is generally required prior to the Company's issuance of any securities having rights senior to or in parity with the Series E Shares with respect to dividends or liquidation preferences. The Series E Shares' right to approve parity securities will terminate at such time that (1) fewer than 22,300 Series E Shares, which is 50% of the number of Series E Shares *first* issued, remain outstanding or (2) the volume weighted average closing price of the Company's common stock for any 20 trading days within any 30 trading day period is \$0.75 or more, the average daily trading volume over such 30 trading day period is 100,000 shares or more and there is either an effective registration statement covering resale of the shares of common stock that holders of Series E Shares would be entitled to receive upon conversion and any shares received as pay-in-kind dividends, or

such share could be freely sold pursuant to Rule 144 under the Securities Act of 1933, as amended.

The Company and each Series E investor entered into an Investor Rights Agreement. Under this agreement, the Company agreed to, among other things, use best efforts to file certain registration statements for the resale of common stock of the Company that the investor *may* acquire upon conversion of the Series E Shares and *may* potentially receive as payment-in-kind dividends during the *two* years following the date of the agreement. The Company also agreed that it would *not* issue additional debt without the approval by holders of at least 66.6% of the Series E Shares, other than trade debt incurred in the normal course and commercial bank working capital debt, whether revolving or term debt. Concurrent with the execution of the Securities Purchase Agreement for the Series E Shares, the Company and PFG entered into a modification agreement providing for the restructuring of certain terms associated with approximately \$1.7 million in indebtedness owed to PFG (see Note 6 – Term Loans, Revolving Line of Credit and Warrants).

In connection with the sale of Series E Shares, the Company agreed to reduce the exercise price of certain warrants issued in connection with the Company's private placement in *January 2016*, in which the Company sold (in part) 2,787,872 warrants (a "*2016 Warrant*"). Each *2016 Warrant* entitled the holder to purchase 0.75 shares of the Company's common stock at the price of \$1.15 per whole share. The Company agreed to reduce the exercise price of *2016 Warrants* that are held by the *2016 Investors* purchasing Series E Shares from \$1.15 to \$0.25 per share as follows: A *2016 Investor* purchasing an amount equal to or exceeding the lesser of \$200,000 or 50% of the amount it invested in the *2016 Private Placement* will have the exercise price of all of its *2016 Warrants* reduced to \$0.25, and *2016 Investors* purchasing less than the lesser of \$200,000 or 50% of the amount it invested in the *January 2016 Private Placement* will have the exercise price of a ratable percentage of the *2016 Warrants* reduced to \$0.25. In connection with its sale of the Series E Shares, the Company reduced the exercise price of 1,759,268 of the outstanding *2016 Warrants* to \$0.25.

The fair value attributable to re-pricing the 2016 Warrants, provided to the participating 2016 Investors, of approximately \$203,000, was deducted from the Series E gross proceeds to arrive at the initial discounted carrying value of the Series E Shares. The initial discounted carrying value resulted in recognition of a beneficial conversion feature of approximately \$557,000, further reducing the initial carrying value of the Series E Shares. The discount to the aggregate stated value of the Series E Shares, resulting from recognition of the beneficial conversion feature, was immediately accreted as a reduction of common stock and an increase in the carrying value of the Series E Shares. The accretion is presented as a deemed dividend in the consolidated statements of operations.

In addition, warrants to purchase 292,727 shares of common stock held by the placement agent in connection with the January private placement, were amended to reduce the exercise price from \$1.15 per share to \$0.25 per share. The fair value attributable to re-pricing the placement agent warrants of approximately \$53,000 was recognized as additional Series E issuance costs and recognized net in the carrying value of Series E Shares.

For the nine months ending December 29, 2018, the Company issued an additional 36,600 Series E shares to new investors at a purchase price of \$25.00 per share for total gross proceeds of \$915,000.

The table below presents information as of December 29, 2018:

Preferred Stock

	Shares	Shares	Shares	Liquidation
	Designated	Issued	Outstanding	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
Series E	100,000.00	80,400.00	80,400.00	3,015
Total at December 29, 2018	119,500.00	98,933.51	98,933.51	\$ 6,555

(14) Subsequent Events

Since *December 29, 2018*, the Company issued an additional *10,000* shares of Series E Senior Convertible Voting Perpetual Preferred Stock at a purchase of *\$25.00* per share for total gross proceeds of *\$250,000*.

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", "will" 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 31, 2018 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 YIG (Yttrium, Iron, Garnet) tuned oscillators, RADAR filters, and microwave synthesizers for use in military defense applications. We also produce sophisticated test and measurement equipment primarily used in electronic warfare test & emulation applications. We have two reporting segments: Microsource and the Giga-tronics Division.

Microsource primarily develops and manufactures YIG RADAR filters used in fighter jet aircraft for two prime contractors. These YIG RADAR filters are typically delivered pursuant to contracts covering multiple interim and or fiscal year periods and often include non-recurring engineering services for the design or redesign of such products prior to quantity production orders and deliveries thereof.

The Giga-tronics Division designs, manufactures and markets a family of modular test products for use primarily in the electronic warfare (EW) segment of the defense electronics market. These modular test products represent critical building blocks in the construction of test and simulation systems used to validate the performance of RADAR & EW equipment. Giga-tronics Division customers include major prime defense contractors, the armed services (primarily in the U.S) and research institutes. This product platform for RADAR & EW test & simulation applications (formerly referred to as "Hydra") has been the Company's principal new product development initiative since 2011 within the test & measurement equipment marketplace, replacing its broad product line of general purpose benchtop test & measurement products used for the design, production, repair and maintenance of products in the aerospace and telecommunications equipment marketplace. The substantial majority of these legacy product lines which the Company produced over the previous 35 years were sold by the Company between 2013 and 2016 because of lack of growth and poor gross margins. For example, we sold our SCPM product line to Teradyne in 2013; in December 2015, we sold our Power Meters and Amplifiers to Spanawave Corporation; and in June 2016, we sold our Switch product line to Astronics. The Company believes the EW test and simulation product market possesses greater long-term opportunities for revenue growth and improved gross margins compared to the general purpose test & measurement equipment marketplace.

The sales of our legacy general-purpose test & measurement product lines and focus on our Microsource products and our EW test & emulation product platform has allowed us to significantly reduce our headcount and operating expenses during fiscal years 2019 and 2018. For example, our operating expenses for the nine-month period of fiscal 2019 were 16% lower as compared to the nine-month period of fiscal year 2018 and 27% lower as compared to the nine-month period of fiscal year 2017.

The Company believes that customer spending for EW systems, including test and emulation, will grow in future years due to more complex RADAR signals and foreign investment in new technology which will require customers to have greater access to more sophisticated test and emulation equipment.

Although the Company believes its RADAR & EW test products have the potential to significantly grow our sales, we have experienced significant delays in developing, manufacturing, and receiving orders for these products. These EW platform products are the most technically complex and advanced products 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 our previous general-purpose test & measurement products, and we have experienced longer than anticipated procurement cycles in the electronic warfare market it services. The delays in the development, refinement and manufacturing of the EW platform products, along with the longer than anticipated procurement cycles, have contributed to the significant operating losses in fiscal years 2018 and 2017. Through March 31, 2018, the Company has delivered its new Radar & EW test products to multiple customers resulting in approximately \$10 million in cumulative revenue. No significant EW test products orders were received in the first nine-months of fiscal 2019. The Company has recently restructured and refocused its sales force towards selling complete test solutions to defense agencies and prime contractors as opposed to component selling. To bring the EW product platform 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. The Company may also be required to further reduce expenses if EW product platform sales goals are not achieved and thereby restructure its operations to rely solely on its more profitable Microsource MIC component business segment to generate profits and cash from operating activities. As part of such a restructuring, management believes the MIC components which the Company developed for the RADAR & EW test products could be a source of growth for the Microsource business segment.

The Company also anticipates growth in its Microsource RADAR filter business because the potential for significant additional future orders for such products and related services.

Significant Orders

Both Microsource and the Giga-tronics Division typically receive large customer orders each year. The timing of orders, delivery schedules and any associated milestones achievement, can cause 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:

Giga-tronics

Although EW test system products have shipped to several customers in prior fiscal years, no significant EW test system orders were received during the first nine-months of fiscal 2019.

Microsource

In fiscal 2015, Microsource received a \$6.5 million order for non-recurring engineering (“NRE”) services and for delivery of a limited number of flight-qualified prototype hardware from a prime defense contractor to develop a variant of our high performance, fast tuning YIG RADAR filters for a fighter jet aircraft platform. In fiscal 2016 our Microsource business unit 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 the remainder through fiscal 2020.

In July 2016, Microsource received a \$1.9 million non-recurring engineering services order associated with redesigning a component of its high performance YIG filter used on a fighter jet aircraft platform. Of this NRE service order, we delivered services of approximately \$884,000 and \$816,000 in fiscal years 2017 and 2018, respectively, and expect to deliver the remaining services during fiscal 2019.

In September 2017, Microsource received a \$4.8 million order for continuing the YIG RADAR filter for a fighter jet platform. The Company began initial shipments of these filters in the fourth quarter of fiscal 2018 and expects to ship the bulk of the order over the succeeding 9 to 12 month period.

In February 2018, Microsource received a \$1.6 million YIG RADAR filter order from one of our customers. We expect to start shipping this order in the second quarter of fiscal 2019.

In November 2018, Microsource received a \$4.5 million YIG RADAR filter order from one of our customers. The Company will begin to recognize revenue from portions of this order beginning in the December 2018 quarter with the bulk of the revenue begin recognized in fiscal year 2020 beginning April 1, 2019.

Critical Accounting Policies

Please refer to the section of the Company's Annual Report on Form 10-K for the year ended March 31, 2018 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 and nine months ended December 29, 2018, 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 reportable segment are as follows:

NEW ORDERS BY REPORTABLE SEGMENT

(Dollars in thousands)	Three Month Periods Ended		% change	
	December 29,	December 30,		
	2018	2017		
Giga-tronics Division	\$ 117	\$ 162	(28	%)
Microsource	4,499	319	1310	%
Total	\$4,616	\$ 481	860	%

(Dollars in thousands)	Nine Month Periods Ended		% change	
	December 29,	December 30,		
	2018	2017		
Giga-tronics Division	\$219	\$ 1,908	(89	%)
Microsource	5,017	5,956	(16	%)
Total	\$5,236	\$ 7,864	(33	%)

The Giga-tronics Division segment saw minimal ASG orders in the third quarter or in the first nine-months of fiscal 2019. Microsource saw a \$4.5 million YIG RADAR filter order in the third quarter of fiscal 2019. The timing of receipt of expected large YIG filter contracts varies from period to period.

New orders received in the third quarter of fiscal 2019 increased by 860% to \$4.6 million from the \$481,000 received in the third quarter of fiscal 2018. The Giga-tronics Division saw a \$45,000 or 28% decrease in orders substantially due to the lack of new ASG/ASA orders. The Microsource business unit saw a \$4.2 million increase primarily driven by a new radar filter order.

New orders received in the first nine months of fiscal 2019 decreased by 33% to \$5.2 million from the \$7.9 million received in the first nine months of fiscal 2018. The Giga-tronics Division saw a \$1.7 million or 89% decrease in orders primarily due to lower bookings associated with the ASG/ASA product. The Company received minimal orders in comparison to the larger \$1.9 million order received from the US Navy in the prior period. The Microsource business unit saw a \$939,000 or 16% decrease in the first nine months of fiscal 2019.

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

BACKLOG BY REPORTABLE SEGMENT

(Dollars in thousands)	December 29,	December 30,	% change	
	2018	2017		
Backlog of unfilled orders at end of period:				
Giga-tronics Division	\$ 50	\$ 10	400	%)
Microsource	5,972	11,765	(49	%)
Total	\$ 6,022	\$ 11,775	(49	%)
Backlog of unfilled orders shippable within one year:				
Giga-tronics Division	\$ 50	\$ 10	400	%

Microsource	2,637	6,430	(59	%)
Total	\$ 2,687	\$ 6,440	(58	%)

Backlog at the end of the third quarter of fiscal 2019 versus the comparable prior year date decreased by 49% primarily due to the impact of the adoption of ASC 606 on April 1, 2018. The Giga-tronics ASG backlog at December 29, 2018 and December 30, 2017 were nominal. Microsource saw a 49% decrease in backlog in the third quarter of fiscal 2019 which was primarily due to the impact of the adoption of ASC 606.

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

ALLOCATION OF NET SALES

(Dollars in thousands)	Three Month Periods Ended		% change	
	December 29,	December 30,		
	2018	2017		
Giga-tronics Division	\$67	\$ 1,922	(97	%)
Microsource	1,826	1,298	41	%
Total	\$ 1,893	\$ 3,220	(41	%)

(Dollars in thousands)	Nine Month Periods Ended		% change	
	December 29,	December 30,		
	2018	2017		
Giga-tronics Division	\$246	\$ 2,661	(91	%)
Microsource	7,377	4,792	54	%
Total	\$7,623	\$ 7,453	2	%

Fiscal 2019 third quarter net sales were \$1.9 million, a 41% decrease as compared to \$3.2 million for the third quarter of fiscal 2018. Although total revenue decreased, revenues from the Company's Microsource business unit increased by \$528,000 or 41% from the comparable prior year period. The Giga-tronics Division decreased \$1.9 million or 97% due to the fulfillment of a \$1.7 million Navy ASG/ASA order in the prior year period. The decrease in the third quarter was significantly due to the delay in the receipt of an anticipated sales orders, which the Company received in January 2019, and shipments of our Advanced Signal Generation and Analysis platform. In addition, increased Microsource RADAR filter sales contributed to the Company's higher revenue for the third quarter fiscal 2019 over 2018.

Net sales for the nine-month period ended December 29, 2018 were \$7.6 million, an increase of 2% compared to \$7.5 million for the nine-month period ended December 30, 2017. The increase in net sales for the nine-month period was primarily due to much higher YIG RADAR filters product sales as well as partially increased by the adoption of ASC 606, which was significantly offset by the lower sales of our ASG/ASA products compared to the prior year nine-month period. Effective April 1, 2018, the Company adopted the required Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers*, as amended (commonly referred to as ASC 606), which changed the way the Company recognizes revenue for certain contracts. The financial results for the third fiscal quarter and nine-months ended December 29, 2018 reflect the new methods of accounting.

Gross profit was as follows for the periods shown:

GROSS PROFIT

(Dollars in thousands)	Three Month Periods Ended December		% change	
	29, 2018	30, 2017		
Gross Profit	\$824	\$ 805	2	%

(Dollars in thousands)	Nine Month Periods Ended December		% change	
	29, 2018	30, 2017		
Gross Profit	\$3,256	\$ 1,758	85	%

Gross profit increased in the third quarter of fiscal 2019 to \$824,000 from \$805,000 for the third quarter of fiscal 2018. The slightly higher gross profit was primarily due to a decrease in cost of sales of 56%, offset by a decrease in sales of 41%.

Gross profit increased in the first nine months of fiscal 2019 to \$3.3 million from \$1.8 million for the first nine months of fiscal 2018. The higher gross profit was primarily due to a decrease in cost of sales of 23% and a slight increase in sales of 2%.

Operating expenses were as follows for the periods shown:

OPERATING EXPENSES

		Three Month Periods Ended December			
(Dollars in thousands)	29, 2018	30, 2017		% change	
Engineering	\$302	\$ 452	(33	%)	
Selling, general and administrative	853	891	(4	%)	
Total	\$1,155	\$ 1,343	(14	%)	

(Dollars in thousands)	Nine Month Periods Ended December			
	29, 2018	30, 2017	% change	
Engineering	\$ 1,020	\$ 1,313	(22	%)
Selling, general and administrative	2,754	3,158	(13	%)
Total	\$3,774	\$ 4,471	(16	%)

Operating expenses decreased 14% or \$188,000 in the third quarter of fiscal 2019 over fiscal 2018. Engineering expenses decreased \$150,000, primarily due to a decrease in personnel related expenses due to lower headcount. Selling, general and administrative expenses decreased by \$38,000 primarily due to a decrease in headcount and personnel related expenses and a decrease in bonuses and commissions.

Operating expenses decreased 16% or \$697,000 during the first nine months of fiscal 2019 over fiscal 2018. Engineering expenses decreased \$293,000, primarily due to a decrease in personnel related expenses due to lower headcount. Selling, general and administrative expenses decreased by \$404,000 primarily due to a decrease in headcount and personnel related expenses and a decrease in bonuses and commissions.

Interest Expense

Net interest expense in the third quarter of fiscal 2019 was \$186,000, an increase of \$80,000 over the third quarter of fiscal 2018. Interest expense increased primarily due to the loan modification with PFG effective March 26, 2018, as well as additional interest accrued as a result of the Company's Series E Convertible Stock Offering. For the third quarter of fiscal 2019, interest expense includes \$58,000 of accretion of discounts on the PFG loan compared to \$35,000 recorded in the third quarter of fiscal 2018.

Net interest expense in the first nine months of fiscal 2019 was \$526,000, an increase of \$198,000 over the first nine months of fiscal 2018. Interest expense increased primarily due to the loan modification with PFG effective March 26, 2018, as well as additional interest accrued as a result of the Company's issuance of Series E Shares. For the first nine months of fiscal 2019, interest expense includes \$163,000 of accretion of discounts on the PFG loan compared to \$90,000 recorded in the first nine months of fiscal 2018.

Net Loss

Net loss for the third quarter of fiscal 2019 was \$517,000, compared to a net loss of \$313,000 recorded in the third quarter of fiscal 2018. The increase in net loss was primarily due to the lower net sales in fiscal 2019. Net loss for the first nine months of fiscal 2019 was \$1.1 million, compared to a net loss of \$2.7 million recorded in the first nine months of fiscal 2018. The increase in net loss for the third quarter of fiscal 2019 compared to fiscal 2018 was primarily due to lower net sales. The decrease in net loss for the first nine-months of fiscal 2019 was primarily due to significantly improved gross margins of 43% in the first nine months of fiscal 2019 compared to 24% in the first nine-months of fiscal 2018 due to the increased revenues described above (including the impact of the adoption of ASC 606) as well as a decreases in operating expenses of 16% or \$697,000 in the first nine-months of fiscal 2019 over fiscal 2018. Engineering expenses decreased primarily due to a decrease in personnel related expenses due to lower headcount. Selling, general and administrative expenses decreased primarily due a decrease in headcount and personnel related expenses as well as a decrease in bonuses and commissions.

Financial Condition and Liquidity

	Periods Ended	
	December 29,	March 31,
	2018	2018
Cash and cash equivalents	\$448	\$1,485

Total current assets	\$5,788	\$7,423
Total current liabilities	\$4,947	\$7,809
Working capital	\$841	\$(386)
Current ratio	1.17	0.95

As of December 29, 2018, the Company had \$448,000 in cash and cash equivalents, compared to \$1.5 million as of March 31, 2018. The Company had working capital of \$841,000 at December 29, 2018 compared to negative working capital of \$(386,000) at March 31, 2018. The current ratio (current assets divided by current liabilities) at December 29, 2018 was 1.17 compared to 0.95 at March 31, 2018. The increase in working capital was primarily due to the acceleration of revenue of \$861,000, an increase in prepaids and other current assets of \$1.4 million, and a decrease in deferred revenue of \$3.1 million, partially offset by a decrease in inventories of \$2.3 million, all of which resulted from the adoption of ASC 606 during the first nine months of fiscal 2019.

Cash Flows

A summary of our net cash provided by (used in) operating activities, investing activities, and financing activities from our condensed consolidated statements of cash flows is as follows:

	Nine Months Ended December 29, 2018		December 30, 2017
Net cash (used in) provided by operating activities	\$(1,748)	\$	(1,365)
Net cash (used in) provided by investing activities	-		(685)
Net cash provided by (used in) financing activities	711		1,389

Cash Flows from Operating Activities

Cash used by operating activities during the nine months ended December 29, 2018 of \$1.7 million was primarily attributable to our net loss, and changes in our working capital accounts, partially offset by other non-cash charges of \$206,000 for depreciation and amortization and \$168,000 for share-based compensation. Cash flow from our operating assets and liabilities decreased by \$1.2 million as a result of decreased inventories of \$724,000 and a \$255,000 increase in accrued payroll and benefits, offset by a \$556,000 decrease in deferred revenue, a \$1.2 million increase in prepaid expenses and other current assets, a \$330,000 increase in accounts receivable, a decrease in accounts payable of \$68,000, and a \$77,000 decrease in other accrued liabilities.

During the nine months ended December 30, 2017, our operating activities used cash of \$1.4 million, primarily resulting from our net losses and changes in our working capital accounts, adjusted for non-cash items including stock-based compensation and depreciation and amortization.

We expect that cash flows from operating activities will fluctuate in future periods due to a number of factors including our sales, which fluctuate significantly from one period to another due to the timing of receipt of contracts, operating results, amounts of non-cash charges, and the timing of our billings, collections and disbursements.

Cash Flows from Investing Activities

Cash used in investing activities for the nine-month period ended December 29, 2018 was zero.

Cash used in investing activities for the nine-month period ended December 30, 2017 was \$685,000, primarily for leasehold improvements in conjunction with the Company's facility relocation to Dublin, California.

Cash Flows from Financing Activities

Cash provided by financing activities for the nine-month period ended December 29, 2018 was \$711,000, primarily due to net proceeds of \$736,000 from the Company's issuance of Series E convertible preferred stock as well as proceeds from the exercise of warrants of \$112,000, partially offset by a \$97,000 decrease in our line of credit and a \$40,000 decrease in our capital lease.

Cash provided by financing activities for the nine-month period ended December 30, 2017 was \$1.4 million, primarily due to proceeds from the new term loan with PFG.

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 Chief Executive Officer and Principal Accounting & Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 29, 2018, which is the end of the fiscal quarter covered by this report. Based upon that evaluation, the Chief Executive Officer and Principal 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 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 December 29, 2018, 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.

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 31, 2018, 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

On September 21, 2018, the Company issued and sold 1,260 additional Series E Shares to approximately three accredited investors in a private placement pursuant to a Securities Purchase Agreement. The purchase price for each Series E Share was \$25.00, resulting in total gross proceeds of \$31,500. Emerging Growth Equities, Ltd. served as the Company's exclusive placement agent in connection with the private placement. Fees payable to Emerging Growth Equities, Ltd. at completion of the transaction were 2.5% of gross proceeds, plus warrants to purchase 2.5% of the number of common shares into which the Series E shares can be converted (100 common shares) at an exercise price of \$0.25 per share, or 126,000 shares of common stock.

On September 28, 2018, the Company issued and sold 400 additional Series E Shares to approximately one accredited investor in a private placement pursuant to a Securities Purchase Agreement. The purchase price for each Series E Share was \$25.00, resulting in total gross proceeds of \$10,000. Emerging Growth Equities, Ltd. served as the Company's exclusive placement agent in connection with the private placement. Fees payable to Emerging Growth Equities, Ltd. at completion of the transaction were 2.5% of gross proceeds, plus warrants to purchase 2.5% of the number of common shares into which the Series E shares can be converted (100 common shares) at an exercise price of \$0.25 per share, or 40,000 shares of common stock.

During the quarterly period beginning September 30, 2018 and ending December 29, 2018, the Company sold an aggregate of 10,400 additional Series E Shares in a private placement to nine accredited investors at the price of \$25.00 per share for gross proceeds of \$260,000. Each Series E share is convertible into shares of common stock at a price of \$0.25 per share (i.e., 100 shares of common stock per share of Series E) at the option of the holder. Emerging Growth Equities, Ltd. served as the Company's exclusive placement agent in connection with the private placement. Fees payable to Emerging Growth Equities, Ltd. at completion of the transactions were 2.5% of gross proceeds, plus warrants to purchase 2.5% of the number of common shares into which the Series E shares can be converted (100 common shares) at an exercise price of \$0.25 per share, which were issued following the sales. The following table provides additional information about these sales.

<u>Date</u>	Number of Series E Shares Sold	Gross Proceeds	Placement Agent Compensation Fees	Warrants to Purchase Common Stock
November 21, 2018	2,000	\$50,000	\$ 1,250	200,000
November 30, 2018	5,400	\$135,000	\$ 3,375	540,000
December 7, 2018	1,400	\$35,000	\$ 875	140,000
December 28, 2018	1,600	\$40,000	\$ 1,000	160,000

The Company issued foregoing securities in reliance on the exemption from registration under Section 4(2) of the Securities Act of 1933 based on the fact that the sales were made to a limited number of accredited investors in a private placement. The Company expects to use the proceeds for working capital and general corporate purposes.

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. Between June 24, 2017 and March 25, 2018, the Company was not in compliance with the loan's revenue and tangible net worth financial covenants and was subject to a default interest rate of 22% per annum which it accrued and paid when due during this period.

On March 26, 2018, concurrent with the execution of the Securities Purchase Agreement for the Series E Shares (see Note 13 – Preferred Stock and Warrants - Series E Senior Convertible Voting Perpetual Preferred Stock), the Company and PFG entered into a modification agreement providing for the restructuring of certain terms associated with approximately \$1.7 million in indebtedness under the 2017 Loan. Subject to the sale of at least \$1.0 million in Series E Shares, PFG agreed to waive all current defaults and cease applying the applicable default interest rate, returning to the stated non-default rate of 16%, and to lower the revenue and tangible net worth covenants for the remaining term of the loan. As consideration for the modifications, the Company reduced the exercise price of outstanding warrants previously granted to PFG pursuant to the 2014 Loan Agreement and Credit Line to purchase 260,000 shares of the Company's common stock from \$1.42 to \$0.25 per share and extended the exercisability of the warrants by one year to March 13, 2020.

The amendments to the 2017 Loan were recognized as a loan modification. The change in fair value of the warrants of \$43,700, resulting from the reduced strike price and extension of term, was recognized as a discount to the 2017 Loan and is being amortized to interest expense over the remaining term of the 2017 Loan.

The Company anticipates it will need to achieve significant EW test system shipments and resulting cash inflows and or seek additional funds through the issuance of new debt, equity securities or product line sales in order to repay the 2017 Loan (including accrued interest and back end fees) in full upon maturity or otherwise enter into a refinancing agreement with PFG. However, there can be no assurances that such significant EW test system shipments and resulting cash flows inflows will be achieved on a timely basis or that such financings, re-financing or product line sales will be available at all, or on terms acceptable to the Company.

ITEM 4 - MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

- 31.1 Certification of Chief Executive Officer 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 Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act.
- 32.1 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: February 12, 2019 /s/ John R. Regazzi
John R. Regazzi
Chief Executive
Officer
(Principal
Executive Officer)

Date: February 12, 2019 /s/ Lutz P. Henckels
Lutz P. Henckels
Acting Chief
Financial Officer
Principal
Accounting &
Financial Officer