

GIGA TRONICS INC
Form 8-K
March 01, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K**

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 1, 2006

Giga-tronics Incorporated

(Exact name of registrant as specified in its charter)

California

0-12719

94-2656341

(State or other
jurisdiction of
incorporation)

(Commission File No.)

(IRS Employer
Identification Number)

4650 Norris Canyon Road, San Ramon, CA

94583

(Address of principal executive offices)

(Zip Code)

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

N/A

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(c)(1) George H. Bruns, Jr., has announced his retirement as CEO effective April 1, 2006, and the Board of Directors has appointed John R. Regazzi, currently President of Giga-tronics Instrument Division, as CEO, also effective April 1, 2006. A press release providing further information is attached as an exhibit.

(2) The following is a brief description of Mr. Regazzi's business experience during the past five years: President of Operation for Instrument Division since September 2005, prior to that, Vice President of Operations for Instrument Division since October 2004, and Vice President of Engineering for Instrument Division from June 2001 through October 2004. Previous experience includes 22 years at Hewlett Packard and Agilent Technologies in various design and management positions associated with their microwave sweeper and synthesizer product lines. His final position at Agilent Technologies was as a senior engineering manager within the microwave systems organization. There are no family relationships between Mr. Regazzi and the directors and other executive officers of the Corporation.

(3) Mr. Regazzi's employment is at-will; he does not have an employment agreement with the Corporation. His compensation in his new position will initially be \$140,000 annually. He is entitled to 2 weeks' vacation per year and is entitled to participate in benefits programs on the same basis as other employees of the Corporation.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

An exhibit index has been attached to this report and is incorporated herein by reference.

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 hereunto duly authorized.

Date: March 1, 2006

GIGA-TRONICS INCORPORATED

By: /s/ Mark H. Cosmez II
Mark H. Cosmez II
VP Finance, Chief Financial Officer and
Secretary

3

Exhibit Index

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press release dated March 1, 2006, announcing retirement of CEO, George H. Bruns, Jr., and appointment of John R. Regazzi as CEO. |

4