

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Katz Avi S		2. Issuer Name and Ticker or Trading Symbol Lightning eMotors, Inc. [ZEV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O LIGHTNING EMOTORS, INC., 1731 EMBARCADERO ROAD, SUITE 200		3. Date of Earliest Transaction (Month/Day/Year) 06/29/2021			
(Street) PALO ALTO, CA 94303		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2021		J(1)		650,000	D	\$ 0	4,985,000 (2)	I	By GigAcquisitions3, LLC (3)
Common Stock	06/29/2021		J(1)		17,550	A	\$ 0	17,550	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Private Warrant	\$ 11.50	06/29/2021		J(4)		487,500		(5) (6)	Common Stock	0	\$ 0	0	I	By GigAcquisitions3, LLC (2)
Private Warrant	\$ 11.50	06/29/2021		J(4)		13,163		(5) (6)	Common Stock	13,163	\$ 0	13,163	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Avi S C/O LIGHTNING EMOTORS, INC. 1731 EMBARCADERO ROAD, SUITE 200 PALO ALTO, CA 94303	X			
GigAcquisitions3, LLC C/O LIGHTNING EMOTORS, INC. 1731 EMBARCADERO ROAD, SUITE 200 PALO ALTO, CA 94303				Former 10% Owner

Signatures

Dr. Avi S. Katz, Individually		07/01/2021
**Signature of Reporting Person		Date
Dr. Avi S. Katz, Manager of GigAcquisitions3, LLC		07/01/2021
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Distribution of Common Stock to direct and indirect members of GigAcquisitions3, LLC (the "Sponsor").

(2) Includes 5,735,000 founder shares of Common Stock (of which 750,000 shares were forfeited) as previously reported in the Form 3 filed by the Reporting Person on May 5, 2020 and the Form 4 filed by the Reporting Person on June 29, 2020.

(3) The Common Stock and Private Warrants are held directly by the Sponsor. The shares and warrants held by the Sponsor are beneficially owned by Dr. Katz, the Issuer's Co-Chairman of the Board of Directors. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over the shares and warrants held by the Sponsor.

(4) Distribution of Private Warrants to direct and indirect members of the Sponsor.

(5) The Private Warrants will become exercisable on the later of 30 days after the completion of the Issuer's initial business combination or 12 months from the completion of the Issuer's initial public offering.

(6) The Private Warrants will expire on the fifth anniversary of the Issuer's completion of its initial business combination.

Remarks:

GigAcquisitions3, LLC is no longer a 10% Owner.

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

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