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GIGA TRONICS INC  
Form SC 13G  
March 15, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(AMENDMENT NO. )\*

GIGA TRONICS INC

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

375175106

-----  
(CUSIP Number)

03/09/05

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
schedule  
is filed:

/ / Rule 13d-i(b)  
/X / Rule 13d-i(c)  
/ / Rule 13d-i(d)

-----  
\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all other provisions of  
the Act.

CUSIP NO. 375175106 13G

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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AMH Equity LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER  
EACH

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON  
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
220,000 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.7%

12 TYPE OF REPORTING PERSON\*  
PN

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CUSIP NO. 375175106

13G

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Leviticus Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF 5 SOLE VOTING POWER  
SHARES 220,000 Shares of Common Stock  
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER  
EACH

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON 220,000 Shares of Common Stock  
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
220,000 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* / /

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-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
4.7%  
-----

12 TYPE OF REPORTING PERSON\*  
PN  
-----

CUSIP NO. 375175106 13G  
-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Parameter Partners LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / / (b) / /  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York, USA  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
-----

OWNED BY 6 SHARED VOTING POWER  
EACH  
-----

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON  
WITH  
-----

8 SHARED DISPOSITIVE POWER  
-----

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
220,000 shares of common stock.

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* / /

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
4.7%

---

12 TYPE OF REPORTING PERSON\*  
PN

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This SCHEDULE 13G amends the Schedule 13D filed on February 12, 2004 (the "Schedule 13D"). This statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities.

ITEM 1: (a) NAME OF ISSUER:

GIGA TRONICS INC

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

4650 Norris Canyon Rd.  
San Ramon, CA 94583

ITEM 2: (a) NAME OF PERSON FILING:

This Schedule 13G is jointly filed by Leviticus Partners, L.P., a Delaware limited partnership ("Leviticus"), AMH Equity, LLC ("AMH"), a New York limited liability company and Parameter Partners, LLC ("Parameter"), a Delaware limited liability company, (each a "Reporting Person" and, collectively, the "Reporting Persons"). AMH is the general partner of both Leviticus and Parameter.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE :

C/O Leviticus Partners LP  
Chrysler Building  
405 Lexington Avenue  
45th Floor  
New York, NY 10174

(c) CITIZENSHIP:

See above

(d) TITLE OF CLASS OF SECURITIES:

SEE COVER PAGE

(e) CUSIP NUMBER:

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SEE COVER PAGE

ITEM 3: See Item 12 above

ITEM 4: (a) AMOUNT BENEFICIALLY OWNED:

See Item 9 above

(b) PERCENT OF CLASS:

See Item 11 above

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND DISPOSITIVE POWERS:

See Items 5 and 7 above

ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

/X/

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

N/A

The principal address of Leviticus is:

405 Lexington Avenue  
45th Floor  
New York, NY 10174

ITEM 7: Inapplicable

ITEM 8: Inapplicable

ITEM 9: NOTICE OF DISSOLUTION OF GROUP:

Inapplicable

ITEM 10: CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 15, 2005

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Leviticus Partners, L.P.  
By: AMH Equity, LLC, its general partner  
By: /s/ Adam Hutt  
Name: Adam Hutt  
Title: Managing Member

Parameter Partners, LLC  
By: AMH Equity, LLC, its general partner  
By: /s/ Adam Hutt  
Name: Adam Hutt  
Title: Managing Member

AMH Equity, LLC  
By: /s/ Adam Hutt  
Name: Adam Hutt  
Title: Managing Member