SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Wu Lei

(Last) (First) (Middle)
C/O GIGACLOUD TECHNOLOGY INC
4388 SHIRLEY AVENUE

(Street)
EL MONTE CA 91731

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GigaCloud Technology Inc [GCT]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Class A Ordinary Shares, par value $0.05 per share	08/20/2026		M		413,942	A	$0	700,000	I	By Shan Lao Hu Tong LLC and Ji Xiang Hu Tong Holdings Limited(1)(2)(3)
Class A Ordinary Shares, par value $0.05 per share								154,000	D(3)	

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Forward sale contract (obligation to sell)	(4)(5)(6)	08/20/2026		J/K(4)(5)(6)		413,942		(4)(5)(6)	(4)(5)(6)	Class A Ordinary Shares, par value $0.05 per share	413,942	(4)(5)(6)	700,000	I	By Shan Lao Hu Tong LLC and Ji Xiang Hu Tong Holdings Limited(1)(2)(3)
Class B Ordinary Shares, par value $0.05 per share	(7)	08/20/2026		M			413,942	(7)	(7)	Class A Ordinary Shares, par value $0.05 per share	413,942	(7)	6,451,732	I	By Shan Lao Hu Tong LLC and Ji Xiang Hu Tong Holdings Limited(1)(3)(8)
Class B Ordinary Shares, par value $0.05 per share	(7)							(7)	(7)	Class A Ordinary Shares, par value $0.05 per share	5,000		5,000	D(3)	

1. Name and Address of Reporting Person*
Wu Lei

(Last) (First) (Middle)
C/O GIGACLOUD TECHNOLOGY INC
4388 SHIRLEY AVENUE

(Street)
EL MONTE CA 91731

(City) (State) (Zip)

1. Name and Address of Reporting Person*
JI XIANG HU TONG HOLDINGS LTD

(Last)	(First)	(Middle)
C/O GIGACLOUD TECHNOLOGY INC 4388 SHIRLEY AVENUE		
(Street)		
EL MONTE	CA	91731
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
SHAN LAO HU TONG LLC		
(Last)	(First)	(Middle)
C/O GIGACLOUD TECHNOLOGY INC 4388 SHIRELY AVENUE		
(Street)		
EL MONTE	CA	91731
(City)	(State)	(Zip)

Explanation of Responses:

1. Lei Wu ("Mr. Wu") is the sole member and sole manager of a limited liability company, Shan Lao Hu Tong LLC, that is the sole shareholder of Ji Xiang Hu Tong Holdings Limited. As a result of these relationships, Mr. Wu may be deemed to be an indirect beneficial owner of the securities held by Ji Xiang Hu Tong Holdings Limited.

2. Represents Class A ordinary shares, par value of US$0.05 per share, of the Issuer ("Class A Ordinary Shares") directly held by Ji Xiang Hu Tong Holdings Limited.

3. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 of Securities Exchange Act of 1934, as amended, or for any other purpose.

4. On August 20, 2026, the Reporting Person entered into a variable prepaid forward sale contract with an unaffiliated third party buyer. The contract obligates the Reporting Person to deliver to the buyer up to 413,942 shares of Class A Ordinary Shares (or, at the Reporting Person's election, an equivalent amount of cash based on the market price of Class A Ordinary Shares) on six maturity dates, including up to 63,942 shares on June 8, 2029, up to 70,000 shares on June 11, 2029, up to 70,000 shares on June 12, 2029, up to 70,000 shares on June 13, 2029, up to 70,000 shares on June 14, 2029, and up to 70,000 shares on June 15, 2029, respectively (the "Base Amount"). In exchange for assuming this obligation, the Reporting Person received a cash payment of $16,777,636 as of the date of entering into the contract.

5. (Continued from footnote 4) The Reporting Person pledged 413,942 shares of Class A Ordinary Shares (the "Pledged Shares") to secure his obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. The number of shares of Class A Ordinary Shares to be delivered by the Reporting Person to the buyer on the maturity dates is to be generally determined as follows: (a) if the volume-weighted average closing price of the Class A Ordinary Shares on the relevant valuation date (the "Settlement Price") is less than $68.29 (the "Cap Price") but greater than $46.10 (the "Floor Price"), the Reporting Person will deliver to the buyer a number of shares of Class A Ordinary Shares equal to the Base Amount multiplied by a ratio equal to the Floor Price divided by the Settlement Price;

6. (Continued from footnote 5) (b) if the Settlement Price is equal or greater than the Cap Price on a maturity date, the Reporting Person will deliver to the buyer a number of shares of Class A Ordinary Shares equal to the Base Amount multiplied by a ratio equal to a fraction with a numerator equal to the sum of (A) the Floor Price and (B) the excess, if any, of the Settlement Price over the Cap Price, and a denominator equal to the Settlement Price; and (c) if the Settlement Price is equal to or less than the Floor Price on a maturity date, the Reporting Person will deliver to the buyer a number of shares of Class A Ordinary Shares equal to the Base Amount.

7. The Class B Ordinary Shares are convertible at any time at the option of the holder into an equal number of Class A Ordinary Shares at no cost.

8. Represents Class B ordinary shares, par value of US$0.05 per share, of the Issuer ("Class B Ordinary Shares") directly held by Ji Xiang Hu Tong Holdings Limited.

Remarks:

/s/ Lei Wu	08/21/2026
/s/ Lei Wu, for Ji Xiang Hu Tong Holdings Limited, By: Lei Wu, its director	08/21/2026
/s/ Lei Wu, for Shan Lao Hu Tong LLC, By: Lei Wu, its sole member	08/21/2026
** Signature of Reporting Person	Date

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

* 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).

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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