

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**UNDER THE SECURITIES ACT OF 1933
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 15, 2024

QT Imaging Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40389
(Commission
File Number)

86-1728920
(IRS Employer
Identification No.)

**3 Hamilton, Suite 160,
Novato, CA 94949**
(Address of principal executive offices, including zip code)

(650) 276-7040
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	QTI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01. Other Events.

On March 15, 2024, QT Imaging Holdings, Inc. (the “Company”) announced that the ticker symbol for its warrants, formerly trading in the over-the-counter market (the “OTC Market”) under the symbol “GIAFW”, was changed to “QTIWW”, effective as of March 11, 2024. The Company also announced that its units, formerly trading in the OTC Market under the symbol “GIAFU”, were delisted as of March 11, 2024, as each unit was split into one share of common stock and one warrant of the Company upon the closing of its business combination on March 4, 2024.

A copy of the press release issued by the Company is furnished as Exhibit 99.1 to this Current Report on Form 8-K is incorporated herein by reference.

The information furnished in this Item 8.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

9.01 - Financial Statements and Exhibits

Exhibit	<u>Description</u>
99.1	Press Release, dated March 15, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

QT Imaging Holdings, Inc.

Dated: March 15, 2024

By: /s/ Stas Budagov
Stas Budagov
Chief Financial Officer

QT Imaging Holdings Announces New Ticker Symbol for OTC Warrants and Delisting of Units

Novato, Calif. - March 15, 2024 — QT Imaging Holdings, Inc. (NASDAQ: QTI) a medical device company engaged in the research, development, and commercialization of innovative body imaging systems, updated the ticker symbol for its warrants to “QTIWW”, currently trading in the over-the-counter (OTC) market, effective as of March 11, 2024. The company’s units, formerly trading in the OTC market under “GIAFU” have been delisted as of March 11, 2024, as each unit was split into one share of common stock and one warrant upon the closing of its business combination on March 4, 2024.

About QT Imaging Holdings, Inc.

QT Imaging Holdings, Inc. is a public (NASDAQ: QTI) medical device company engaged in research, development, and commercialization of innovative body imaging systems using low frequency sound waves. QT Imaging Holdings, Inc. strives to improve global health outcomes. Its strategy is predicated upon the fact that medical imaging is critical to the detection, diagnosis, and treatment of disease and that it should be safe, affordable, accessible, and centered on the patient’s experience. For more information on QT Imaging Holdings, Inc., please visit the company’s website at www.qtimaging.com.

For media inquiries, please contact:

Stas Budagov
Chief Financial Officer