

April 15, 2024

Dr. Raluca Dinu
Chief Executive Officer
QT Imaging Holdings, Inc.
3 Hamilton Landing, Suite 160
Novato, CA 94949

Re: QT Imaging

Holdings, Inc.

Registration

Statement on Form S-1

Filed April 2, 2024
File No. 333-278460

Dear Dr. Raluca Dinu:

We have conducted a limited review of your registration statement and have the following comment(s).

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this letter, we may have additional comments.

Registration Statement on Form S-1 filed April 2, 2024

Cover Page

1. We note that you are registering the issuance of 94,364 shares of Common Stock that are issuable upon the exercise of 94,364 Sponsor's Warrants and 5,375,000 shares of Common Stock issuable pursuant to the Yorkville Note for the Pre-Paid Advance. On page 166, you note that [i]n connection with the Closing, (i) the Sponsor elected to partially convert (the Conversion) \$943,640 in principal balance outstanding under the Working Capital Note into 94,364 shares of Common Stock and 94,364 Sponsor s Warrants of the Company." Likewise, you note on page 7 that "[a]s consideration for a Pre-Paid Advance of \$10.0 million, in connection with the Closing, the Company issued to Yorkville a promissory note." It appears that the Sponsor's Warrants were issued on March 4, 2024 and became exercisable thirty days thereafter and that the Yorkville Note was also issued on March 4, 2024 and was immediately convertible. If an option becomes exercisable within one year, it is deemed to be immediately exercisable. Therefore, a

Dr. Raluca Dinu
FirstName
QT ImagingLastNameDr. Raluca Dinu
Holdings, Inc.

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registration statement must be on file before the option is exercisable for the entire transaction to be a public offering. Given this, please tell us your basis for registering the offering of the shares underlying the Sponsor's Warrants and the

Yorkville Note for the
Pre-Paid Advance on a primary basis or revise the offering to only
register the resale of
such shares. Please refer to Securities Act Sections C&DI Questions
239.15, 139.09 and
103.04.

2. For each of the Private Placement Shares, Working Capital Shares,
Insider Shares,
Closing Shares and Sponsor's Warrants being registered for resale,
please disclose the
price that the selling securityholders paid for such shares or
warrants.

Risk Factors
Risks Related to Ownership of Company Common Stock and Other Securities
Future sales, or the perception of future sales, of Company Common Stock by us
or our existing
stockholders..., page 66

3. We note your statement that "[t]he sale of substantial amounts of
shares of Company
Common Stock in the public market, or the perception that such sales
could occur, could
harm the prevailing market price of shares of our Company Common
Stock." To illustrate
this risk, please disclose the purchase price of the securities being
registered for resale and
the percentage that these shares currently represent of the total
number of shares
outstanding. Also disclose that even though the current trading price
is significantly below
the SPAC IPO price, the private investors have an incentive to sell
because they will still
profit on sales because of the lower price that they purchased their
shares than the public
investors.

Management's Discussion and Analysis of Condition and Results of Operations of
QT Imaging
Overview, page 81

4. Please expand your discussion here to reflect the fact that this
offering involves the
potential sale of a substantial portion of your outstanding shares for
resale and discuss
how such sales could impact the market price of the company's common
stock. Your
discussion should highlight the fact that the shares being registered
for resale by the
selling stockholders collectively represent over 50% of your
outstanding shares and that
the Sponsor, a beneficial owner of over 33% of your outstanding
shares, will be able to
sell all of its shares for so long as the registration statement of
which this prospectus forms
a part is available for use.

General

5. We note that because the most recent balance sheet of QT Imaging, Inc.
included in the
Registration Statement is as of December 31, 2023, it does not reflect
the Closing of the
Business Combination with GigCapital5 that occurred on March 4, 2024.
We also note
that on March 22, 2024 you filed an Amendment No. 1 to a Current
Report on Form 8-
K/A containing unaudited pro forma condensed combined financial
information as of
Dr. Raluca Dinu
QT Imaging Holdings, Inc.
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December 31, 2023 and for the year then ended. Please include this pro
forma financial
information in your Registration Statement or explain to us why you are
not required to do
so.

6. Please revise your prospectus to disclose the price that each selling
securityholder paid for
the securities being registered for resale. Highlight any differences in
the current trading
price, the prices that the respective selling securityholders acquired
their shares and

warrants, and the price that the public securityholders acquired their shares and warrants. Please also disclose the potential profit the selling securityholders will earn based on the current trading price. Lastly, please include appropriate risk factor disclosure.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Conlon Danberg at 202-551-4466 or Jessica Ansart at 202-551-4511 with any other questions.

FirstName LastNameDr. Raluca Dinu
Corporation Finance

Industrial Applications and
Comapany NameQT Imaging Holdings, Inc.

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cc: Jeffrey C. Selman, Esq.
FirstName LastName

Sincerely,

Division of

Office of

Services