

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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>Katz Avi S</u><br><br>(Last) (First) (Middle)<br><u>C/O QT IMAGING HOLDINGS, INC.</u><br><u>3 HAMILTON LANDING, SUITE 160</u><br><br>(Street)<br><u>NOVATO</u> <u>CA</u> <u>94949</u><br><br>(City) (State) (Zip)                  | 2. Issuer Name and Ticker or Trading Symbol<br><u>QT IMAGING HOLDINGS, INC. [ QTI ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/03/2024</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>Chairman</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |   |

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                    | 07/05/2024                           |  | J <sup>(1)</sup>               |   | 105,773   | D          | \$0   | 5,735,000 <sup>(2)</sup>  | I  | By GigAcquisitions5, LLC <sup>(3)</sup>               |
| Common Stock                    |                                      |  |                                |   |   |            |       | 26,593  | D  |   |

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)     | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option (right to buy)                | \$0.748  | 07/03/2024                           |  | A                              |   | 40,000   |         | <sup>(4)</sup>   | 07/03/2034      | Common Stock  | 40,000                     | \$0  | 40,000   | D   |  |
| Private Warrants                           | \$2.3  | 07/05/2024                           |  | J <sup>(5)</sup>               |   |  | 105,773 | 04/03/2024   | 03/04/2029      | Common Stock  | 105,773                    | \$0  | 0  | I   | By GigAcquisitions5, LLC <sup>(3)</sup>                |

|   |  |
|---|--|
| 1. Name and Address of Reporting Person *<br><u>Katz Avi S</u><br><br>(Last) (First) (Middle)<br><u>C/O QT IMAGING HOLDINGS, INC.</u><br><u>3 HAMILTON LANDING, SUITE 160</u><br><br>(Street)<br><u>NOVATO</u> <u>CA</u> <u>94949</u><br><br>(City) (State) (Zip) | 1. Name and Address of Reporting Person *<br><u>GigAcquisitions5, LLC</u><br><br>(Last) (First) (Middle)<br><u>C/O QT IMAGING HOLDINGS, INC.</u><br><u>3 HAMILTON LANDING, SUITE 160</u><br><br>(Street)<br><u>NOVATO</u> <u>CA</u> <u>94949</u><br><br>(City) (State) (Zip) |
|---|--|

Explanation of Responses:

1. Distribution of shares of Common Stock to direct and indirect members of GigAcquisitions5, LLC (the "Sponsor").
2. The total reported shares is a result of the deduction of the number of disposed shares of Common Stock from 5,840,773 shares of Common Stock as previously reported in Form 4 filed by the Reporting Person on July 1, 2024.
3. The Common Stock is held directly by Sponsor. The shares held by the Sponsor are beneficially owned by Dr. Katz. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over the shares held by the Sponsor.
4. One-third of the option will vest on February 15, 2025, and the remaining two thirds will vest in eight equal quarterly installments on each subsequent May 15, August 15, November 15 and February 15, such that the option will be fully vested on February 15, 2027, subject to Dr. Katz's continued service to the Issuer, through each vesting date.
5. Distribution of Private Warrants to direct and indirect members of the Sponsor.

/s/ Dr. Avi S. Katz

07/09/2024

/s/ Dr. Avi S. Katz, Managing  
Member

07/09/2024

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**