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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] KLOCK JOHN C JR (Last) (First) (Middle) QT IMAGING HOLDINGS, INC. 3 HAMILTON LANDING SUITE 160 (Street) NOVATO CA 94949 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol QT IMAGING HOLDINGS, INC. [QTI] 3. Date of Earliest Transaction (Month/Day/Year) 07/03/2024 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) 6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ 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								2,881,140	I[(1)]	By John C. Klock, Jr. and Cynthia L. Klock Trust Dated 7/27/07[(1)]

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		[(2)]	07/03/2034	Common Stock	40,000	$0	40,000	D	

Explanation of Responses:

1. The Common Stock are held directly by John C. Klock, Jr. and Cynthia L. Klock Trust Dated 7/27/07 (the "Trust"). The Common Stock held by the Trust are beneficially owned jointly by Dr. John C. Klock, Jr., the Issuer's Director and Cynthia L. Klock, wife of Dr. John C. Klock, Jr., who jointly have sole voting and dispositive power over the shares held by the Trust.

2. 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 the Reporting Person's continued service to the Issuer, through each vesting date.

/s/ John C. Klock, Jr.   07/10/2024
** 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.