

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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* <u>Katz Avi S</u> (Last) (First) (Middle) <u>C/O QT IMAGING HOLDINGS, INC.</u> <u>3 HAMILTON LANDING, SUITE 160</u> (Street) <u>NOVATO</u> <u>CA</u> <u>94949</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QT IMAGING HOLDINGS, INC. [QTI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/01/2024</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <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	06/27/2024		J ⁽¹⁾		25,116	A	\$0	25,116	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Private Warrants	\$2.3	06/27/2024		J ⁽²⁾		25,116	04/03/2024	03/04/2029	Common Stock	25,116	\$0	25,116	D	

1. Name and Address of Reporting Person* <u>Katz Avi S</u> (Last) (First) (Middle) <u>C/O QT IMAGING HOLDINGS, INC.</u> <u>3 HAMILTON LANDING, SUITE 160</u> (Street) <u>NOVATO</u> <u>CA</u> <u>94949</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>GigAcquisitions5, LLC</u> (Last) (First) (Middle) <u>C/O QT IMAGING HOLDINGS, INC.</u> <u>3 HAMILTON LANDING, SUITE 160</u> (Street) <u>NOVATO</u> <u>CA</u> <u>94949</u> (City) (State) (Zip)
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Explanation of Responses:
1. Distribution of shares of Common Stock to direct and indirect members of GigAcquisitions5, LLC (the "Sponsor").
2. Distribution of Private Warrants to direct and indirect members of the Sponsor.

Remarks:
On July 1, 2024, the reporting person filed a Form 4 which erroneously reported that, the acquired number of securities of Common Stock and the acquired number of derivative securities of Private Warrant as listed in Tables I and II were not the correct number of securities received by the Sponsor.

/s/ Dr. Avi S. Katz 07/15/2024

/s/ Dr. Avi S. Katz, Managing
Member 07/15/2024

** 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.