

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<div>1. Name and Address of Reporting Person*</div> <div><u>Katz Avi S</u></div> <div>(Last) (First) (Middle)</div> <div>C/O QT IMAGING HOLDINGS, INC.</div> <div>3 HAMILTON LANDING, SUITE 160</div> <div>(Street)</div> <div>NOVATO CA 94949</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>QT IMAGING HOLDINGS, INC. [QTI]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>11/12/2024</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div>Chairman</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>
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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	11/12/2024		P ⁽¹⁾		2,671,232	A	\$0.584	2,671,232	I	By GigAcquisitions5, LLC ⁽²⁾
Common Stock	11/12/2024		P		470,890	A	\$0.584	657,960	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				
Subscription Warrants (right to buy)	\$0.672	11/12/2024		P		2,671,232		05/12/2025	05/12/2030	Common Stock	2,671,232	\$0.672	2,671,232	I	By GigAcquisitions5, LLC ⁽²⁾
Subscription Warrants (right to buy)	\$0.672	11/12/2024		P		470,890		05/12/2025	05/12/2030	Common Stock	470,890	\$0.672	470,890	D	

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

1. The shares shown were issued in exchange for principal under the Twelfth Amended and Restated Promissory Note (the "Promissory Note") of the Issuer held by GigAcquisitions5, LLC (the "Sponsor"), which Promissory Note was surrendered by the Sponsor for cancellation.
2. The Common Stock is held directly by the 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

[/s/ Dr. Avi S. Katz](#) [11/14/2024](#)

[/s/ Dr. Avi S. Katz, Managing](#)
[Member](#) [11/14/2024](#)

** 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.