

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**QT Imaging Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**86-1728920**  
(I.R.S. Employer  
Identification Number)

**QT Imaging Holdings, Inc. 2024 Incentive Plan**

(Full title of the plan)

**Dr. Raluca Dinu**  
**Chief Executive Officer**  
**3 Hamilton Landing, Suite 160**  
**Novato, CA 94949**  
**(650) 276-7040**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:**

**Jeffrey C. Selman**  
**DLA Piper LLP (US)**  
**555 Mission Street, Suite 2400**  
**San Francisco, CA 94105**  
**(415) 615-6035**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

## EXPLANATORY NOTE

This Registration Statement has been filed by QT Imaging Holdings, Inc. (the “*Registrant*”) to register 1,338,411 additional shares of common stock, par value \$0.0001 per share (“*Common Stock*”) of the Registrant, to be offered pursuant to the QT Imaging Holdings, Inc. 2024 Incentive Plan (the “*Plan*”).

Initial shares of the Plan were registered pursuant to that Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the “*Commission*”) on May 23, 2024 (the “*2024 Registration Statement*”). Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the 2024 Registration Statement are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission under the Securities and Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated by reference into this Registration Statement

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the Commission on March 25, 2024;
- The Registrant’s Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2024 filed with the Commission on May 13, 2024, for the quarterly period ended June 30, 2024 filed with the Commission on August 8, 2024, and for the quarterly period ended September 30, 2024 filed with the Commission on November 13, 2024;
- The Registrant’s Current Reports on Form 8-K or Form 8-K/A filed with the Commission on March 25, 2024, April 1, 2024, April 8, 2024, April 19, 2024, May 10, 2024 (solely with respect to Item 8.01), May 10, 2024, May 13, 2024, June 21, 2024, June 25, 2024, August 8, 2024 (solely with respect to Item 8.01), September 10, 2024, September 13, 2024, September 30, 2024, November 1, 2024, November 12, 2024, November 13, 2024 (solely with respect to Item 8.01), December 12, 2024, December 20, 2024, January 10, 2025, January 24, 2024, and January 28, 2025; and
- The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A, filed with the Commission on May 23, 2024, pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

<b>Exhibit No.</b>	<b>Exhibit Description</b>	<b>Filed Herewith</b>	<b>Incorporated by Reference Herein from Form or Schedule</b>	<b>Filing Date</b>	<b>Commission File / Reg. Number</b>
3.1	<u>Second Amended and Restated Certificate of Incorporation of QT Imaging Holdings, Inc.</u>		8-K	03/08/2024	001-40389
3.2	<u>Second Amended and Restated Bylaws of QT Imaging Holdings, Inc.</u>		8-K	03/08/2024	001-40389
4.1	<u>Specimen Common Stock Certificate of GigCapital5, Inc.</u>		S-4/A	02/05/2024	333-269760
5.1	<u>Opinion of DLA Piper LLP (US)</u>	X			
10.1	<u>GigCapital5, Inc. 2024 Equity Incentive Plan.</u>		8-K	03/08/2024	001-40389
23.1	<u>Consent of BPM LLP, independent registered public accounting firm for GigCapital5, Inc.</u>	X			
23.2	<u>Consent of BPM LLP, independent registered public accounting firm for QT Imaging, Inc.</u>	X			
23.3	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).	X			
24.1	Powers of Attorney (included on the signature page to this Registration Statement).	X			
107	<u>Filing Fee Table.</u>	X			

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, on this February 12, 2025.

### **QT Imaging Holdings, Inc.**

By: /s/ Dr. Raluca Dinu  
Name: Dr. Raluca Dinu  
Title: Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Raluca Dinu, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this registration statement on Form S-8 has been signed below by the following persons on behalf of the Company in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Dr. Raluca Dinu</u> Dr. Raluca Dinu	Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2025
<u>/s/ Anastas Budagov</u> Anastas Budagov	Chief Financial Officer (Principal Financial Officer)	February 12, 2025
<u>/s/ Dr. John Klock</u> Dr. John Klock	Director	February 12, 2025
<u>/s/ Dr. Avi Katz</u> Dr. Avi Katz	Director	February 12, 2025
<u>/s/ Ross Taylor</u> Ross Taylor	Director	February 12, 2025
<u>/s/ Daniel Dickson</u> Daniel Dickson	Director	February 12, 2025
<u>/s/ James Greene</u> James Greene	Director	February 12, 2025
<u>/s/ Prof. Zeev Weiner</u> Prof. Zeev Weiner	Director	February 12, 2025

**Calculation of Filing Fee Table**  
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	1,338,411(2)	\$0.3493(3)	\$467,506.96	\$0.00015310	\$71.58
<b>Total Offering Amounts</b>					\$467,506.96		\$467,506.96
<b>Total Fee Offsets(4)</b>							\$0.00
<b>Net Fee Due</b>							\$71.58

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the common stock, \$0.0001 par value per share (the “Common Stock”), of QT Imaging Holdings, Inc. (the “Registrant”) that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Represents a total of 1,338,411 shares of Common Stock that are newly authorized for issuance under the QT Imaging Holdings, Inc. 2024 Equity Incentive Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of \$0.3493, the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Global Market on February 10, 2025.

(4) The Registrant does not have any fee offsets.

DLA Piper LLP (US)  
555 Mission Street, Suite 2400  
San Francisco, CA 94105-2933

February 12, 2025

QT Imaging Holdings, Inc.  
3 Hamilton Landing, Suite 160  
Novato, CA 94949

**Re: Registration Statement on Form S-8 of QT Imaging Holdings, Inc.**

Ladies and Gentlemen:

We have acted as counsel to QT Imaging Holdings, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company with the United States Securities and Exchange Commission (the “*Commission*”) of 1,338,411 shares of the common stock, par value \$0.0001 per share, of the Company (the “*Shares*”), issuable from time to time pursuant to options or awards granted or to be granted in accordance with the Company’s 2024 Equity Incentive Plan (as it may be amended from time to time, the “*Plan*”), pursuant to a Registration Statement on Form S-8 filed by the Company with the Commission on February 12, 2025 (the “*Registration Statement*”) pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Registration Statement.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the Second Amended and Restated Certificate of Incorporation of the Company, that is filed as Exhibit 3.1 to the Registration Statement; (ii) the Amended and Restated Bylaws of the Company, that are filed as Exhibit 3.2 to the Registration Statement; (iii) the Registration Statement; (iv) the Specimen Common Stock Certificate that is filed as Exhibit 4.1 to the Registration Statement; and (v) the Plan that is filed as Exhibit 10.1 to the Registration Statement. With respect to such examination, we have assumed, without independent investigation, (i) the genuineness of all signatures on all documents; (ii) that each individual executing any document, whether on behalf of such individual or an entity, is legally competent to do so; (iii) the due authority of the persons signing any document on behalf of a party (other than the Company); (iv) the authenticity and completeness of all documents submitted to us as originals; (v) the completeness and conformity to the originals of all documents submitted to us as certified or photostatic copies; (vi) that all public records reviewed or relied upon by us are true and complete; (vii) that all statements and information contained in any documents are true and complete; and (viii) that there has been no oral or written modification or amendments to any documents by action or omission of the parties or otherwise. We have also assumed that the offer and sale of the Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized but unissued and otherwise unreserved capital stock a sufficient number of shares of common stock for issuance under the Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the exercise of options or the settlement of awards under the Plan. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon representations of certain officers and employees of the Company.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that, with respect to the Shares to be issued after the filing of the Registration Statement, the Shares are duly authorized and, when issued and delivered in accordance with the terms of the Plan and the respective grant or option terms, and upon receipt by the Company of the requisite consideration therefor, such Shares will be validly issued, fully paid and non-assessable.

The opinions contained herein are limited to the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing) and the federal laws of the United States of America, and we express no opinion as to the laws of any other state or jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction. The opinion expressed herein is limited to the matters set forth in this letter, and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel, and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Commission promulgated thereunder, or Item 509 of Regulation S-K.

Very truly yours,

/ DLA PIPER LLP (US)  
DLA PIPER LLP (US)



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to incorporation by reference in this Registration Statement on Form S-8 of our report dated March 22, 2024, relating to the financial statements of GigCapital5, Inc., which appears in the Annual Report on Form 10-K of QT Imaging Holdings, Inc. for the year ended December 31, 2023.

/s/ BPM LLP

San Jose, California  
February 12, 2025

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 22, 2024, relating to the consolidated financial statements of QT Imaging, Inc., which appears in the Current Report on Form 8-K/A of QT Imaging Holdings, Inc. filed on March 25, 2024.

/s/ BPM LLP

San Jose, California  
February 12, 2025