

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

QT Imaging Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

746962109

(CUSIP Number)

03/31/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 746962109

1

Names of Reporting Persons

Lynrock Lake LP

Check the appropriate box if a member of a Group (see instructions)

2

☐ (a)

☐ (b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

	Sole Voting Power
5	
	2,666,245.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	
	0.00
	Sole Dispositive Power
7	
	2,666,245.00
	Shared Dispositive Power
8	
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	2,666,245.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	9.6 %
12	Type of Reporting Person (See Instructions)
	IA, PN

SCHEDULE 13G

CUSIP No. 746962109

1	Names of Reporting Persons
	LYNROCK LAKE PARTNERS LLC
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	
	2,666,245.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	
	0.00
	Sole Dispositive Power
7	
	2,666,245.00
	Shared Dispositive Power
8	
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	2,666,245.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11	Percent of class represented by amount in row (9)
	9.6 %
12	Type of Reporting Person (See Instructions)
	OO, HC

SCHEDULE 13G

CUSIP No. 746962109

	Names of Reporting Persons
1	Paul Cynthia
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	UNITED STATES
	Sole Voting Power
5	2,666,245.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	2,666,245.00
	Shared Dispositive Power
8	0.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	2,666,245.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	<input type="checkbox"/>
	Percent of class represented by amount in row (9)
11	9.6 %
	Type of Reporting Person (See Instructions)
12	IN, HC

SCHEDULE 13G

Item 1.

(a)	Name of issuer:
	QT Imaging Holdings, Inc.
	Address of issuer's principal executive offices:
(b)	3 Hamilton Landing, Suite 160, Novato, California, 94949

Item 2.

Name of person filing:

- (a) This Schedule 13G is being filed by (i) Lynrock Lake LP, (ii) Lynrock Lake Partners LLC, and (iii) Cynthia Paul (collectively, the "Reporting Persons").
Address or principal business office or, if none, residence:
- (b) The principal business address of the Reporting Persons is 2 International Drive, Suite 130, Rye Brook, NY 10573.
Citizenship:
- (c) (i) Lynrock Lake LP is a Delaware limited partnership, (ii) Lynrock Lake Partners LLC is a Delaware limited liability company, and (iii) Cynthia Paul is an individual and is a citizen of the United States.
Title of class of securities:
- (d) Common Stock, par value \$0.0001 per share
CUSIP No.:
- (e) 746962109

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Amount beneficially owned as of March 31, 2025: Lynrock Lake LP - 2,666,245 Lynrock Lake Partners LLC - 2,666,245 Cynthia Paul - 2,666,245

Percent of class:

- (b) Percent of class as of March 31, 2025: Lynrock Lake LP - 9.6% Lynrock Lake Partners LLC - 9.6% Cynthia Paul - 9.6% Based on 27,653,210 shares of Common Stock, par value \$0.0001 per share ("Common Stock"), of QT Imaging Holdings, Inc. (the "Issuer") outstanding as of March 31, 2025, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 13, 2025. As of March 31, 2025, Lynrock Lake Master Fund LP ("Lynrock Lake Master") directly held 2,666,245 shares of the Issuer's Common Stock. In addition, as of March 31, 2025, Lynrock Lake Master directly held warrants of the Issuer that are not presently exercisable into shares of the Issuer's Common Stock due to certain 4.9% beneficial ownership limitations. Lynrock Lake LP (the "Investment Manager") is the investment manager of Lynrock Lake Master, and pursuant to an investment management agreement, the Investment Manager has been delegated full voting and investment power over securities of the Issuer held by Lynrock Lake Master. Cynthia Paul, the Chief Investment Officer of the Investment Manager and Sole Member of Lynrock Lake Partners LLC, the general partner of the Investment Manager, may be deemed to exercise voting and investment power over securities of the Issuer held by Lynrock Lake Master. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

As of March 31, 2025, the Reporting Persons had sole power to vote or to direct the vote of 2,666,245 shares of Common Stock.

(ii) Shared power to vote or to direct the vote:

As of March 31, 2025, the Reporting Persons had shared power to vote or to direct the vote of 0 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of:

As of March 31, 2025, the Reporting Persons had sole power to dispose or to direct the disposition of 2,666,245 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of:

As of March 31, 2025, the Reporting Persons had shared power to dispose or to direct the disposition of 0 shares of Common Stock.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

As disclosed in Item 4 of this Schedule 13G, as of March 31, 2025, Lynrock Lake Master directly held 2,666,245 shares of the Issuer's Common Stock. Certain feeder funds that invest in Lynrock Lake Master may have the right to receive dividends from, or the proceeds from the sale of, the securities directly held by Lynrock Lake Master.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Lynrock Lake LP

Signature: /s/ Cynthia Paul

Name/Title: Cynthia Paul / Sole Member of Lynrock Lake Partners LLC, its general partner

Date: 05/15/2025

LYNROCK LAKE PARTNERS LLC

Signature: /s/ Cynthia Paul

Name/Title: Cynthia Paul / Sole Member

Date: 05/15/2025

Paul Cynthia

Signature: /s/ Cynthia Paul

Name/Title: Cynthia Paul / Self

Date: 05/15/2025