
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 23, 2025

QT IMAGING HOLDINGS, INC.

(Exact name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

001-40839

(Commission
File Number)

86-1728920

(IRS Employer
Identification Number)

3 Hamilton Landing, Suite 160

Novato, CA 94949

(Address of principal executive offices, including Zip Code)

(650) 276-7040

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders

As previously disclosed in the Current Report on Form 8-K filed by QT Imaging Holdings, Inc. (the “*Company*”) with the U.S. Securities and Exchange Commission (the “*SEC*”) on August 20, 2025, and again in the Current Report on Form 8-K filed by the Company with the SEC on October 20, 2025 (the “*October 20 Current Report*”), the Company’s stockholders approved an amendment to the Company’s Second Amended and Restated Certificate of Incorporation (the “*Certificate of Amendment*”) to effect a reverse split of the outstanding shares of the Company’s common stock, par value \$0.0001 per share (the “*Common Stock*”), at a specific ratio within a range of 2:1 to 20:1, with the specific ratio to be fixed within this range by the Company’s board of directors (the “*Board*”) in its sole discretion without further stockholder approval (the “*Reverse Stock Split*”). As also disclosed in the October 20 Current Report, on October 17, 2025, the Board determined to fix the Reverse Stock Split ratio at 3:1, such that each three shares of Common Stock will be combined and reconstituted into one share of Common Stock upon the effectiveness of the Reverse Stock Split.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 23, 2025, the Company filed the Certificate of Amendment effectuating the Reverse Stock Split with the Secretary of State of the State of Delaware, effective as of 4:01 p.m., Eastern Time, on October 23, 2025.

As also disclosed in the October 20 Current Report, the Reverse Stock Split shall be effective as of 4:01 p.m., Eastern Time, on October 23, 2025, and the Common Stock will begin trading on the OTCQB Venture Market on a reverse split-adjusted basis on October 24, 2025.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Item
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3.1	Certificate of Amendment to the Company’s Second Amended and Restated Certificate of Incorporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Dated: October 23, 2025

By: /s/ Raluca Dinu

Name: Raluca Dinu

Title: Chief Executive Officer

Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of QT Imaging Holdings, Inc.

QT Imaging Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is QT Imaging Holdings, Inc. The Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 4, 2024.

SECOND: That the Board of Directors of the Corporation, at a meeting duly held on July 2, 2025, duly adopted resolutions setting forth a proposed amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation, in the form set forth below (the “**Amendment**”), declaring the Amendment to be advisable and directing that the Amendment be submitted to the stockholders of the Corporation for consideration thereof at the annual meeting:

RESOLVED, that Article IV of the Second Amended and Restated Certificate of Incorporation of the Corporation, be, and it hereby is, amended to insert Section 4.5 at the end of such Article IV, which section shall read as follows:

Section 4.5 Reverse Stock Split. Upon the filing (the “**Effective Time**”) of this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware, the 35,681,332 shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time (the “**Old Common Stock**”), shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed, on a 3-for-1 basis, into 11,893,778 fully paid and nonassessable shares of common stock, par value \$0.0001 per share (the “**New Common Stock**”), such that three (3) shares of Old Common Stock will be converted into and reconstituted as one (1) share of New Common Stock, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, each holder of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Old Common Stock (the “**Old Certificates**”), shall be entitled to receive a certificate or certificates (the “**New Certificates**”) representing the shares of New Common Stock into which the shares of Old Common Stock formerly represented by such Old Certificates are reclassified pursuant to this Certificate of Amendment. Until surrender, each Old Certificate will continue to be valid and represent the number of shares of New Common Stock into which such shares of Old Common Stock shall have been converted pursuant to this Certificate of Amendment, excluding any fractional shares. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the Reverse Stock Split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.

THIRD: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

FOURTH: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on its behalf by its duly authorized officer as of this 23rd day of October, 2025.

QT IMAGING HOLDINGS, INC.

By: /s/ Dr. Raluca Dinu

Name: Dr. Raluca Dinu

Title: Chief Executive Officer