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

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**FORM 8-K**

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**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 24, 2025**

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**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.

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**Item 8.01 Other Events**

On October 24, 2025, QT Imaging Holdings, Inc. (the “*Company*”) issued a press release with respect to the announcing the market effectiveness of the Company’s reverse stock split as of October 24, 2025, entitled “QT Imaging 3:1 Reverse Stock Split Market Effective on October 24, 2025”. A copy of the press release is attached to this Current Report on Form 8-K (this “*Current Report*”) as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No. Item**

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99.1	Press release, dated October 24, 2025, entitled “QT Imaging 3:1 Reverse Stock Split Market Effective on October 24, 2025.”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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 24, 2025

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



## **QT Imaging 3:1 Reverse Stock Split Market Effective on October 24, 2025**

**Novato, Calif.** – October 24, 2025 – QT Imaging Holdings, Inc. (“QT Imaging” or the “Company”) (OTCQB: QTIH), a medical device company engaged in research, development, and commercialization of innovative body imaging systems, today announced that it has implemented a 3:1 reverse stock split of the Company’s issued and outstanding common stock which became market effective on October 24, 2025. The market effectiveness has been referenced to by FINRA in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on October 23, 2025, which Form 8-K referred to market effectiveness on October 24, 2025.

In addition, the Company’s public warrants are being adjusted such that each warrant shall be exercisable for 0.33333809 shares of the Company’s common stock and the exercise price of the warrants is adjusted on a 2.9999572:1 basis to increase the exercise price from \$2.30 per share to \$6.90 per share.

Continental Stock Transfer and Trust Company (“CST”), the Company’s transfer agent, is acting as the exchange agent for the reverse stock split. Stockholders with book-entry shares or who hold their shares through a bank, broker or other nominee will not need to take any action. Stockholders of record holding certificates representing pre-split shares of the Company’s common stock, as applicable, will receive a letter of transmittal from CST with instructions on how to surrender certificates representing pre-split shares. Stockholders should not send in their pre-split certificates until they receive a letter of transmittal from CST. Unless a stockholder specifically requests a new paper certificate or holds restricted shares, stockholders of record who held pre-split certificates will receive their post-split shares book-entry and will be receiving a statement from CST regarding their common stock ownership post-reverse stock split.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement (the “Proxy Statement”) filed with the SEC on July 17, 2025, which is available free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), and on the Company’s website at <https://qtimaging.com>.

### **Stephen Kilmer**

Head of Investor Relations

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

QT Imaging Holdings, Inc. is a public (OTCQB: QTIH) medical device company engaged in research, development, and commercialization of innovative body imaging systems using low frequency sound waves. QT Imaging Holdings, Inc. strives to improve global health outcomes. Its strategy is predicated upon the fact that medical imaging is critical to the detection, diagnosis, and treatment of disease and

that it should be safe, affordable, accessible, and centered on the patient's experience. For more information on QT Imaging Holdings, Inc., please visit the company's website at [www.qtimaging.com](http://www.qtimaging.com).

Breast Acoustic CT™ is a trademark of an affiliate of QT Imaging Holdings, Inc.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements contain words such as "will," and "expect," or the negative thereof or comparable terminology, and include (without limitation) statements regarding the Company's planned reverse stock split on Nasdaq, and the Company's expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding its future business plans. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks include, but are not limited to: research results from the use of the QT Imaging Breast Acoustic CT Scanner, the ability of QT Imaging Holdings to sell and deploy the QT Imaging Breast Acoustic CT Scanner, the ability to extend product offerings into new areas or products, the ability to commercialize technology, unexpected occurrences that deter the full documentation and "bring to market" plan for products, trends, and fluctuations in the industry, changes in demand and purchasing volume of customers, unpredictability of suppliers, the ability to attract and retain qualified personnel, and the ability to move product sales to production levels. Additional factors that could cause actual results to differ are discussed under the heading "Risk Factors" and in other sections of QT Imaging Holdings' filings with the SEC, and in its other current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this press release are made as of the date hereof, based on information available to QT Imaging Holdings as of the date hereof, and QT Imaging Holdings assumes no obligation to update any forward-looking statement.