

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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.

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Weiner Zeev</u> (Last) (First) (Middle) QT IMAGING HOLDINGS, INC. 3 HAMILTON LANDING SUITE 160 (Street) NOVATO CA 94949 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>QT IMAGING HOLDINGS, INC. [QTI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/17/2026 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | | | | | 28,539 ⁽¹⁾ | D | | |
| Common Stock | 03/17/2026 | | M | | 8,888 | A | \$2.2452 | 37,427 ⁽¹⁾ | D | |
| Common Stock | 03/17/2026 | | M | | 14,166 | A | \$1.995 | 51,593 ⁽¹⁾ | D | |
| Common Stock | 03/20/2026 | | A | | 3,500 ⁽²⁾ | A | \$0.00 | 55,093 ⁽¹⁾ | 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 |
| Stock Option (right to buy) | \$2.2452 | 03/17/2026 | | M | | 8,888 ⁽¹⁾ | | 02/15/2027 | 07/03/2034 | Common Stock | 8,888 ⁽¹⁾ | \$0.00 | 4,445 ⁽¹⁾ | D | |
| Stock Option (right to buy) | \$1.995 | 03/17/2026 | | M | | 14,166 ⁽¹⁾ | | 02/15/2026 | 04/21/2035 | Common Stock | 14,166 ⁽¹⁾ | \$0.00 | 0 | D | |

Explanation of Responses:

- The number of shares beneficially owned reflects the 3-for-1 reverse stock split effected October 23, 2025.
- Subject to the Reporting Person's continued service to QT Imaging Holdings, Inc. (the "Company"), twenty-five percent of the Restricted Stock Unit ("RSU") will vest on each of May 15, 2026, August 15, 2026, November 15, 2026, and February 15, 2027; all RSUs shall immediately vest in the event of a Change of Control (as defined in the QT Imaging Holdings, Inc. 2024 Equity Incentive Plan) of the Company.

/s/ Zeev Weiner 03/24/2026
 ** 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.