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) July 28, 2026

QT IMAGING HOLDINGS, INC.
(Exact name of Registrant as Specified in Charter)

Delaware	001-40839	86-1728920
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification Number)

3 Hamilton Landing, Suite 160
Novato, CA 94949
(Address of principal executive offices, including Zip Code)
(415) 842-7250
(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
Common stock, par value $0.0001 per share	**QTI**	**The Nasdaq Stock Market LLC**

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 5.07 Submission of Matters to a Vote of Security Holders

On July 28, 2026, QT Imaging Holdings, Inc. (the "***Company***") held its 2026 Annual Meeting of Stockholders (the "***Annual Meeting***").

At the Annual Meeting, of the 13,768,903 shares of the Company's common stock outstanding and entitled to vote, 8,698,769 shares were represented, constituting a quorum. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: Each of the nominees for Class II director were elected to serve until the Company's 2029 Annual Meeting of Stockholders or until their respective successors are elected and qualified, by the votes set forth in the table below:

	For	Withhold
Professor Zeev Weiner	6,301,278	423,233
Bryan Timm	6,673,820	50,691

Proposal 2: The stockholders ratified the appointment of BPM LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026, by the votes set forth in the table below:

For	Against	Abstained
8,616,331	50,067	32,371

Proposal 3: The stockholders approved an amendment to the Company's 2024 Equity Incentive Plan to increase to increase the number of shares authorized and reserved for issuance, by the votes set forth in the table below:

For	Against	Abstained
5,683,009	999,875	41,627

No other items were presented for stockholder approval at the Annual Meeting.

Item 8.01 Other Events

On July 28, 2026, the Company issued a press release announcing the results of the Annual Meeting, entitled "QT Imaging Holdings Announces Results of 2026 Annual Stockholder Meeting". 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
99.1	Press release, dated July 28, 2026, entitled "QT Imaging Holdings Announces Results of 2026 Annual Stockholder Meeting."
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: July 28, 2026

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

Exhibit 99.1

QT Imaging Holdings Announces Results of 2026 Annual Stockholder Meeting

Novato, Calif. – July 28, 2026 - QT Imaging Holdings, Inc. (“QT Imaging” or the “Company”) (NASDAQ: QTI), a medical device company dedicated to transforming breast health management through innovative, radiation-free imaging technology, announced today that at the Annual Meeting of Company’s stockholders (the “Annual Meeting”) held on July 28, 2026, the Company’s stockholders voted to approve (i) the election of Professor Zeev Weiner and Bryan Timm as Class II directors to serve until the Company’s 2029 Annual Meeting of Stockholders or until their respective successors are elected and qualified, (ii) the appointment of BPM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026 and (iii) an amendment to the Company’s 2024 Equity Incentive Plan to increase the number of shares authorized and reserved for issuance.

The Company plans to file the results of the Annual Meeting, as tabulated by an independent inspector of elections, on Form 8-K with the Securities and Exchange Commission today.

About QT Imaging Holdings, Inc.

QT imaging is a public medical device company engaged in the research, development, and commercialization of innovative imaging systems that use 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 and follow us on LinkedIn.

View source version on businesswire.com: https://www.businesswire.com/news/home/20260728706279/en/

For media inquiries, please contact:

Investors
CORE IR
Tirth Patel
ir@qtimaging.com
386-295-2215

Media
CORE IR
Matthew Cossel
pr@qtimaging.com
212-655-0924