

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).

1. Name and Address of Reporting Person* <u>Katz Avi S</u> (Last) (First) (Middle) C/O GIGCAPITAL GROUP 1731 EMBARCADERO ROAD, SUITE 200 (Street) PALO ALTO CA 94303 (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman</p>	
	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.
	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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	09/23/2021		A		795,000	A	\$10 ⁽¹⁾	6,530,000 ⁽²⁾	I	By GigAcquisitions5, LLC ⁽³⁾
Common Stock	03/04/2024		M		94,364 ⁽⁶⁾	A	\$10 ⁽¹⁾	6,624,364	I	By GigAcquisitions5, LLC ⁽³⁾

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
Private Warrants	\$11.5	09/23/2021		A		795,000		(4)	(5)	Common Stock	795,000	\$10 ⁽¹⁾	795,000	I	By GigAcquisitions5, LLC ⁽³⁾
Private Warrants	\$11.5	03/04/2024		M		94,364 ⁽⁶⁾		(4)	(5)	Common Stock	94,364	\$10 ⁽¹⁾	94,364	I	By GigAcquisitions5, LLC ⁽³⁾

1. Name and Address of Reporting Person* <u>Katz Avi S</u> (Last) (First) (Middle) C/O GIGCAPITAL GROUP 1731 EMBARCADERO ROAD, SUITE 200 (Street) PALO ALTO CA 94303 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>GigAcquisitions5, LLC</u> (Last) (First) (Middle) 1731 EMBARCADERO RD., SUITE 200 (Street) PALO ALTO CA 94303 (City) (State) (Zip)		
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Explanation of Responses:

- \$10.00 is the price per Private Unit, with each Private Unit consisting of (i) one share of Common Stock, and (ii) one Private Warrant exercisable at price of \$11.50 per share of Common Stock.
- Includes 5,735,000 founder shares of Common Stock previously reported in the Form 3 filed by the Reporting Persons on September 23, 2021.
- The Common Stock and Private Warrants are held directly by GigAcquisitions5, LLC (the "Sponsor"). The Common Stock and Private Warrants held by the Sponsor are beneficially owned by Dr. Avi S. Katz, GigCapital5, Inc.'s Executive Chairman of the Board of Directors. Dr. Katz is also the Manager of the Sponsor, who has sole voting and dispositive power over the shares held by the Sponsor.
- The Private Warrants will become exercisable on the later of 30 days after the completion of the Company's initial business combination or 12 months from the completion of the Company's initial public offering.

5. The Private Warrants will expire on the fifth anniversary of the Company's completion of its initial business combination.

6. Upon the Closing of the Company's initial business combination, Sponsor elected to partially convert \$943,640 in principal balance outstanding under the convertible Working Capital Note into 94,364 shares of Common Stock and 94,364 warrants.

/s/ Dr. Avi S. Katz

03/06/2024

/s/ Dr. Avi S. Katz, Managing
Member

03/06/2024

** 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.