

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Keyes Jeffry R.</u> <hr/> (Last) (First) (Middle) <u>C/O QUANTUM-SI INCORPORATED</u> <u>530 OLD WHITFIELD STREET</u> <hr/> (Street) <u>GUILFORD CT 06437</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Quantum-Si Inc [ QSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2023</u>	
	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			

**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)	\$1.42	05/15/2023		A		1,000,000		(1)	05/15/2033	Class A Common Stock	1,000,000	\$0	1,000,000	D	
Stock Option (right to buy)	\$1.42	05/15/2023		A		500,000		(2)	05/15/2033	Class A Common Stock	500,000	\$0	500,000	D	
Stock Option (right to buy)	\$1.42	05/15/2023		A		500,000		(3)	05/15/2033	Class A Common Stock	500,000	\$0	500,000	D	

**Explanation of Responses:**

- The shares underlying this option vest as to 25% on June 30, 2024, with the remainder vesting in 36 equal monthly installments at the end of each month thereafter, subject to Mr. Keyes' continued service through the applicable vesting date.
- The shares underlying this option vest in full if within one year of May 15, 2023 the closing price of the Issuer's Class A common stock is at least \$10.00 (as adjusted) for 20 out of 30 consecutive trading days, subject to Mr. Keyes' continued service through the vesting date.
- The shares underlying this option vest in full if within three years of May 15, 2023 the closing price of the Issuer's Class A common stock is at least \$20.00 (as adjusted) for 20 out of 30 consecutive trading days, subject to Mr. Keyes' continued service through the vesting date.

/s/ Christian LaPointe, Ph.D., 05/16/2023  
Attorney-in-Fact

\*\* 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.