

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): September 15, 2023

QUANTUM-SI INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39486
(Commission File Number)

85-1388175
(IRS Employer Identification No.)

29 Business Park Drive
Branford, Connecticut
(Address of principal executive offices)

06405
(Zip Code)

Registrant's telephone number, including area code: (866) 688-7374

N/A
(Former name or former address, if changed since last report)

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:

- 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 Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	QSI	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	QSIAW	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Amir Jafri to the Board of Directors

On September 15, 2023, the Board of Directors (the “Board”) of Quantum-Si Incorporated (the “Company”) appointed Amir Jafri to the Board, effective as of September 22, 2023. Mr. Jafri will serve for a term to continue until the Company’s next annual meeting of stockholders. In connection with Mr. Jafri’s appointment to the Board, the Board also approved an increase in the size of the Board from eight to nine members.

Mr. Jafri, age 57, is the founder of Immunicom, Inc., a privately held clinical-stage biotechnology company, and has served as its President and Chief Executive Officer since its inception in 2013. Additionally, Mr. Jafri served as Chief Operating Officer at West Health Institute from February 2010 to January 2011. Prior to West Health, Mr. Jafri was VP/CTO, VP R&D and VP Operations at Cardinal Health (NYSE: CAH) from 2003 to 2010. From 2001 to 2003, he served as VP/General Manager of the healthcare technology practice of the Comsys division of ManpowerGroup (NYSE: MAN), a workplace solutions company. Prior to that, Mr. Jafri founded various healthcare startups that were subsequently acquired. Mr. Jafri has also served as a director of Avive Solutions, Inc., a medical device company, since June 2017. Mr. Jafri received his B.S. from Houston Baptist University with a double major in Chemistry and Biology and a minor in History. Mr. Jafri’s qualifications to serve on the Board include his operational experience as a founder, executive and director in the healthcare and medical device industries.

The Board has affirmatively determined that Mr. Jafri is an independent director pursuant to the Nasdaq Stock Market listing rules. There are no arrangements or understandings between Mr. Jafri and any other person pursuant to which Mr. Jafri was appointed as a director. There are no transactions between Mr. Jafri and the Company that would be reportable under Item 404(a) of Regulation S-K. Mr. Jafri has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

Mr. Jafri will be entitled to the standard compensation paid by the Company to all of its nonemployee directors under the Company’s Nonemployee Director Compensation Policy (pro-rated as applicable to reflect the actual time Mr. Jafri will serve on the Board for the year).

Mr. Jafri will also enter into an indemnification agreement in the form the Company has entered into with its other nonemployee directors, which form is filed as Exhibit 10.16 to the Company’s Current Report on Form 8-K, filed by the Company on June 15, 2021 and is incorporated herein by reference.

A copy of the press release announcing Mr. Jafri’s appointment to the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Appointment of Jack Kenny as Chairperson of the Nominating and Corporate Governance Committee

Additionally, on September 15, 2023, the Board, at the recommendation of the Nominating and Corporate Governance Committee (the “Committee”), appointed John Patrick (“Jack”) Kenny, a member of the Committee, as Chairperson of the Committee.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated September 21, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

QUANTUM-SI INCORPORATED

By: /s/ Christian LaPointe, Ph.D.

Name: Christian LaPointe, Ph.D.

Title: General Counsel

Date: September 21, 2023



Quantum-Si Appoints Biotech Executive and Entrepreneur, Amir Jafri, to its Board of Directors

BRANFORD, Conn. -- (BUSINESS WIRE) -- September 21, 2023 – Quantum-Si Incorporated (Nasdaq: QSI) (“Quantum-Si,” “QSI” or the “Company”), The Protein Sequencing Company™, today announced the appointment of Amir Jafri, President and CEO of Immunicom, Inc., to its Board of Directors.

“Amir’s leadership track record speaks for itself,” said Jeff Hawkins, CEO of Quantum-Si. “He has successfully managed businesses across multiple industries and has built and led world class R&D organizations responsible for advanced technology development and the launch of over 50 products and technologies globally. His experience with product development and his focus on operational rigor will be an asset as we continue to expand the company and break new ground in proteomics research.”

Mr. Jafri has more than 35 years of experience in biotech, healthcare technology and devices, working in Fortune 20 companies and his own startups. In 2013, he founded Immunicom, a medical technology company focused on developing innovative, non-pharmaceutical approaches for the treatment of cancer, and inflammatory and autoimmune diseases. Previously, Mr. Jafri held executive leadership positions at West Health, Cardinal Health and the Manpower Group. Early in his career, he founded two healthcare startups that were subsequently acquired. Currently, he serves on the board of various healthcare technology startup companies and nonprofit organizations. Mr. Jafri is an inventor on over 40 patents covering products and technologies across a range of industries and applications. Mr. Jafri earned a Bachelor of Science from Houston Christian University with a double major in Chemistry and Biology and a minor in History.

“I am excited about Quantum-Si's pioneering work in next-generation protein sequencing to enable broad-scale access to proteomic data, for every scientist, everywhere,” said Mr. Jafri. “My experience building and leading businesses that have developed and successfully brought advanced technologies to market positions me well to help guide the company through this next phase of its evolution.”

About Quantum-Si Incorporated

Quantum-Si, The Protein Sequencing Company™, is focused on revolutionizing the growing field of proteomics. The Company's suite of technologies is powered by a first-of-its-kind semiconductor chip designed to enable next-generation single-molecule protein sequencing and digitize proteomic research in order to advance drug discovery and diagnostics beyond what has been possible with DNA sequencing. Learn more at quantum-si.com.

Forward Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. The actual results of the Company may differ from its expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions (or the negative versions of such words or expressions) are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company's expectations with respect to future performance and development and commercialization of products and services. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from those discussed in the forward-looking statements. Most of these factors are outside the Company's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: the impact of COVID-19 on the Company's business; the inability to maintain the listing of the Company's Class A common stock on The Nasdaq Stock Market; the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition and the ability of the Company to grow and manage growth profitably and retain its key employees; our ongoing leadership transition; changes in applicable laws or regulations; the ability of the Company to raise financing in the future; the success, cost and timing of the Company's product development and commercialization activities; the commercialization and adoption of the Company's existing products and the success of any product the Company may offer in the future; the potential attributes and benefits of the Company's commercialized Platinum™ protein sequencing instrument and the Company's other products once commercialized; the Company's ability to obtain and maintain regulatory approval for its products, and any related restrictions and limitations of any approved product; the Company's ability to identify, in-license or acquire additional technology; the Company's ability to maintain its existing lease, license, manufacture and supply agreements; the Company's ability to compete with other companies currently marketing or engaged in the development or commercialization of products and services that serve customers engaged in proteomic analysis, many of which have greater financial and marketing resources than the Company; the size and growth potential of the markets for the Company's products and services, and its ability to serve those markets once commercialized, either alone or in partnership with others; the Company's estimates regarding future expenses, future revenue, capital requirements and needs for additional financing; the Company's financial performance; and other risks and uncertainties described under "Risk Factors" in the Company's Annual Report for the fiscal year ended December 31, 2022, and in the Company's other filings with the SEC. The Company cautions that the foregoing list of factors is not exclusive. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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