
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Sec.240.14a-12

Quantum-Si Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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-
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Heston, Inc.
P.O. Box 142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717



Your **Vote** Counts!

QUANTUM-SI INCORPORATED

2024 Annual Meeting
Vote by May 14, 2024
11:59 PM ET

1 OF 2
2022, 2024
148, 294
30#



You invested in **QUANTUM-SI INCORPORATED** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 15, 2024.**

Get informed before you vote

View the 10K and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 25, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

XXXX XXXX XXXX XXXX



Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 15, 2024
12:00 PM EST

Virtually at:
<https://www.iproxydirect.com/QSI>

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

QUANTUM-SI INCORPORATED

2024 Annual Meeting
Vote by May 14, 2024
11:59 PM ET

Voting Items	Board Recommendations
1. Election of Directors Nominees:	
1A J. M. Rothberg, Ph.D.	☑ For
1B Jeffrey Hawkins	☑ For
1C Paula Dowdy	☑ For
1D Ruth Fattori	☑ For
1E Amir Jafri	☑ For
1F Jack Kenny	☑ For
1G Brigid A. Makes	☑ For
1H Kevin Rakin	☑ For
1I Scott Mendel	☑ For
2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	☑ For
3 To approve, by a non-binding, advisory vote, of the compensation of our named executive officers, as described in our proxy statement.	☑ For
4 To approve the proposed amendments to our second amended and restated certificate of incorporation, as amended (our Certificate of Incorporation), to remove the cap on the number of directors to serve on our board of directors and make related changes to the process for filling newly created directorships or board vacancies.	☑ For
5 To approve the proposed amendment to our Certificate of Incorporation to add a provision with respect to the automatic conversion of our Class B common stock effective June 10, 2028, which is seven years from the date of the closing of our business combination.	☑ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.

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148,294

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