

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

OMB APPROVAL	
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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>Dyer Matthew</u> (Last) (First) (Middle) C/O QUANTUM-SI INCORPORATED 530 OLD WHITFIELD STREET (Street) GUILFORD CT 06437 (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) Chief Business Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2022	
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			
Class A Common Stock	03/14/2022		S ⁽¹⁾		6,478	D	\$4.0076 ⁽²⁾	335,015	D ⁽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					
Stock Option (right to buy)	\$3.86	03/15/2022		A		400,000		(4)	03/15/2032	Class A Common Stock	\$0	400,000	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs") that were granted on March 12, 2021 pursuant to a "sell to cover" provision included in the RSU Agreement.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.95 to \$4.12 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Includes 59,811 RSUs. Each RSU represents the right to receive one share of common stock upon vesting. 19,939 RSUs vested on March 12, 2022, with 59,811 RSUs vesting in 12 equal quarterly installments thereafter, subject to Dr. Dyer's continued service through the applicable vesting date.
- The shares underlying this option vest in equal monthly installments of 2.083% for 48 months beginning on March 31, 2022, subject to Dr. Dyer's continued service through the applicable vesting date.

/s/ Christian LaPointe, Ph.D., 03/16/2022
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.