

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Quantum-Si Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

530 Old Whitfield Street
Guilford, Connecticut 06437
(Address of Principal Executive Offices)

85-1388175
(I.R.S. Employer
Identification No.)

06437
(Zip Code)

2021 Equity Incentive Plan
(Full title of the plan)

Jonathan M. Rothberg, Ph.D.
Interim Chief Executive Officer
Quantum-Si Incorporated
530 Old Whitfield Street
Guilford, Connecticut 06437
(Name and address of agent for service)

(203) 458-7100
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement registers an aggregate of 5,516,659 additional shares of Class A common stock, par value \$0.0001 per share, of Quantum-Si Incorporated (the “Registrant”) reserved under the Quantum-Si Incorporated 2021 Equity Incentive Plan (the “2021 Plan”), representing an increase of 5,516,659 shares reserved under the 2021 Plan effective January 1, 2022 by operation of the 2021 Plan’s “evergreen” provision. This registration statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (File No. 333-259271) relating to an employee benefit plan is effective. The information contained in the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission on September 2, 2021 (File No. 333-259271) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant.		8-K (Exhibit 3.1)	6/15/2021	001-39486
4.2	Amended and Restated Bylaws of the Registrant.		10-K (Exhibit 3.2)	3/1/2022	001-39486
4.3	Specimen Class A Common Stock Certificate.		S-4/A (Exhibit 4.1)	5/11/2021	333-253691
4.4	Warrant Agreement, dated as of September 3, 2020, by and between Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and Continental Stock Transfer & Trust Company.		8-K (Exhibit 4.1)	9/9/2020	001-39486
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.	X			
23.1	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5.1).	X			
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.	X			
24.1	Power of Attorney (included on the signature page hereof).	X			
99.1+	Quantum-Si Incorporated 2021 Equity Incentive Plan.		8-K (Exhibit 10.13.1)	6/15/2021	001-39486
99.2+	Form of Stock Option Agreement under 2021 Equity Incentive Plan.		8-K (Exhibit 10.13.2)	6/15/2021	001-39486
99.3+	Form of Restricted Stock Unit Agreement under 2021 Equity Incentive Plan.		S-8 (Exhibit 99.3)	9/2/2021	333-259271
107	Filing Fee Table	X			

+ Denotes management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Guilford, State of Connecticut, on March 1, 2022.

QUANTUM-SI INCORPORATED

By: /s/ Jonathan M. Rothberg, Ph.D.
Jonathan M. Rothberg, Ph.D.
Interim Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Jonathan M. Rothberg, Ph.D. and Claudia Drayton, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jonathan M. Rothberg, Ph.D.</u> Jonathan M. Rothberg, Ph.D.	Interim Chief Executive Officer and Executive Chairman (Principal Executive Officer)	March 1, 2022
<u>/s/ Claudia Drayton</u> Claudia Drayton	Chief Financial Officer (Principal Financial and Accounting Officer)	March 1, 2022
<u>/s/ Marijn Dekkers, Ph.D.</u> Marijn Dekkers, Ph.D.	Director	March 1, 2022
<u>/s/ Ruth Fattori</u> Ruth Fattori	Director	March 1, 2022
<u>/s/ Brigid A. Makes</u> Brigid A. Makes	Director	March 1, 2022
<u>/s/ Michael Mina, M.D., Ph.D.</u> Michael Mina, M.D., Ph.D.	Director	March 1, 2022
<u>/s/ Kevin Rakin</u> Kevin Rakin	Director	March 1, 2022
<u>/s/ James Tananbaum, M.D.</u> James Tananbaum, M.D.	Director	March 1, 2022



March 1, 2022

Quantum-Si Incorporated
530 Old Whitfield Street
Guilford, CT 06437

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to Quantum-Si Incorporated, a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 5,516,659 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share, that may be issued pursuant to the Company’s 2021 Equity Incentive Plan (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Second Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2022, relating to the financial statements of Quantum-Si Incorporated, appearing in the Annual Report on Form 10-K of Quantum-Si Incorporated for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

New York, New York
March 1, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Quantum-Si Incorporated
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.0001 per share	457(c) and 457(h)	5,516,659	\$4.22	\$23,280,301	\$0.0000927	\$2,158.09
Total Offering Amounts					\$23,280,301		\$2,158.09
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$2,158.09

- (1) The number of shares of Class A common stock, par value \$0.0001 per share (“Class A common stock”), of Quantum-Si Incorporated (the “Registrant”) stated above consists of additional shares of Class A common stock available for issuance under the Quantum-Si Incorporated 2021 Equity Incentive Plan (the “2021 Plan”), by operation of the 2021 Plan’s “evergreen” provision. The maximum number of shares which may be sold upon the exercise of options or issuance of stock-based awards granted under the 2021 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2021 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future grant or issuance under the 2021 Plan are based on the average of the high and the low price of Registrant’s Class A common stock as reported on The Nasdaq Global Market as of a date (February 23, 2022) within five business days prior to filing this Registration Statement.