

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

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

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) 06/10/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/10/2021		A		261,743	A	(1)	261,743	D	
Class A Common Stock	06/10/2021		A		79,750 <sup>(2)</sup>	A	(3)	341,493	D	

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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$2.56	06/10/2021		A		7,490		(4)	01/11/2028	Class A Common Stock	7,490	(5)	7,490	D	
Stock Option (right to buy)	\$3.03	06/10/2021		A		155,021		(6)	08/23/2029	Class A Common Stock	155,021	(7)	155,021	D	
Stock Option (right to buy)	\$3.03	06/10/2021		A		239,250		(8)	08/23/2029	Class A Common Stock	239,250	(9)	239,250	D	
Stock Option (right to buy)	\$2.9	06/10/2021		A		133,994		(10)	05/17/2030	Class A Common Stock	133,994	(11)	133,994	D	

Explanation of Responses:

- In connection with the closing of the transactions contemplated by the Business Combination Agreement, dated as of February 18, 2021, by and among HighCape Capital Acquisition Corp. ("HighCape"), Tenet Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of HighCape ("Merger Sub"), and Quantum-Si Incorporated, a Delaware corporation ("Quantum-Si"), pursuant to which Merger Sub merged with and into Quantum-Si (the "Merger"), with Quantum-Si surviving as a wholly-owned subsidiary of HighCape (which changed its name to "Quantum-Si Incorporated", the "Issuer"), these shares were received in exchange for 328,205 shares of Quantum-Si common stock.
- Consists of restricted stock units ("RSUs"). Each RSU represents the right to receive one share of common stock upon vesting. The RSUs vest as to 25% on March 12, 2022, with the remainder vesting in 12 equal quarterly installments thereafter, subject to Dr. Dyer's continued service through the applicable vesting date.
- Received in connection with the Merger in exchange for 100,000 RSUs of Quantum-Si.
- The shares underlying this option vested as to 25% on December 31, 2018, with the remainder vesting in 36 equal monthly installments thereafter, subject to Dr. Dyer's continued service through the applicable vesting date.
- Received in connection with the Merger in exchange for a stock option to acquire 9,393 shares of Quantum-Si common stock for \$2.04 per share.
- The shares underlying this option vest in 48 equal monthly installments beginning on January 31, 2019, subject to Dr. Dyer's continued service through the applicable vesting date.
- Received in connection with the Merger in exchange for a stock option to acquire 194,384 shares of Quantum-Si common stock for \$2.41 per share.
- The shares underlying this option vest in 48 equal monthly installments beginning on May 31, 2019, subject to Dr. Dyer's continued service through the applicable vesting date.
- Received in connection with the Merger in exchange for a stock option to acquire 300,000 shares of Quantum-Si common stock for \$2.41 per share.
- The shares underlying this option vest in 48 equal monthly installments beginning on January 31, 2020, subject to Dr. Dyer's continued service through the applicable vesting date.
- Received in connection with the Merger in exchange for a stock option to acquire 168,018 shares of Quantum-Si common stock for \$2.31 per share.

/s/ Christian LaPointe, Ph.D., 06/14/2021  
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.