

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

FORM S-1

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)

**3829**  
(Primary Standard Industrial Classification Code  
Number)

**85-1388175**  
(I.R.S. Employer Identification Number)

**530 Old Whitfield Street  
Guilford, Connecticut 06437  
Telephone: (203) 458-7100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jonathan M. Rothberg, Ph.D.  
Interim Chief Executive Officer  
Quantum-Si Incorporated  
530 Old Whitfield Street  
Guilford, Connecticut 06437  
Telephone: (203) 458-7100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
**Michael L. Fantozzi, Esq.  
Jason S. McCaffrey, Esq.  
Mintz, Levin, Cohn, Ferris,  
Glovsky and Popeo, P.C.  
One Financial Center  
Boston, Massachusetts 02111  
Telephone: (617) 542-6000**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-257676

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration for resale by a selling securityholder of 405,000 additional shares of Class A common stock, \$0.0001 par value per share (“Class A common stock”), of Quantum-Si Incorporated (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all exhibits to and all documents incorporated by reference therein, the Registrant’s Registration Statement on Form S-1 (File No. 333-257676), as amended by Post-Effective Amendment No. 1 thereto, which Post-Effective Amendment was declared effective by the Commission on March 3, 2022 (the “Prior Registration Statement”). The additional securities that are being registered for resale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed in the Exhibit Index below and filed herewith.

### CERTIFICATION

The Registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth in Exhibit 107 of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of March 11, 2022), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than March 11, 2022.

### EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">5.1</a>	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
<a href="#">23.1</a>	Consent of Deloitte & Touche LLP.
<a href="#">23.2</a>	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1 hereto).
<a href="#">24.1</a>	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 filed on July 2, 2021, as amended (File No. 333-257676) and incorporated herein by reference).
<a href="#">107</a>	Filing Fee Table.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Guilford, State of Connecticut, on March 11, 2022.

### QUANTUM-SI INCORPORATED

By: s/ Jonathan M. Rothberg, Ph.D

Jonathan M. Rothberg, Ph.D.

Interim Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dated indicated.

<u>Name</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 <i>(Principal Executive Officer)</i>	March 11, 2022
<u>/s/ Claudia Drayton</u> Claudia Drayton	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 11, 2022
<u>*</u> Marijn Dekkers, Ph.D.	Director	March 11, 2022
<u>*</u> Ruth Fattori	Director	March 11, 2022
<u>*</u> Brigid A. Makes	Director	March 11, 2022
<u>*</u> Michael Mina, M.D., Ph.D.	Director	March 11, 2022
<u>*</u> Kevin Rakin	Director	March 11, 2022
<u>*</u> James Tananbaum, M.D.	Director	March 11, 2022
<u>*By:/s/ Claudia Drayton</u> Claudia Drayton Attorney-in-fact		

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March 11, 2022

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

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel for Quantum-Si Incorporated, a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-1 (the “462(b) Registration Statement”) pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “Act”), relating to the registration under the Act of 405,000 additional shares of Class A common stock, \$0.0001 par value per share (“Class A Common Stock”) of the Company (the “Shares”). The 462(b) Registration Statement incorporates by reference the Company’s Registration Statement on Form S-1 (File No. 333-257676) (the “Prior Registration Statement” and, together with the 462(b) Registration Statement, the “Registration Statements”), which was filed with the Securities and Exchange Commission (the “Commission”) on July 2, 2021, and declared effective on July 21, 2021, as amended by Post-Effective Amendment No. 1., filed with the Commission on March 1, 2022 and declared effective on March 3, 2022, including the prospectus which forms part of the Prior Registration Statement (the “Prospectus”). We understand that the Shares will be resold by a selling stockholder as described in the Prospectus and a prospectus supplement to be filed thereto.

We have reviewed the Registration Statements, the Company’s amended and restated certificate of incorporation and amended and restated bylaws, each as currently in effect, and are familiar with such corporate proceedings and satisfied ourselves as to such other matters as we have considered relevant or necessary as a basis for the opinions expressed in this letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the foregoing and the assumptions set forth below, and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares are validly issued, fully paid and nonassessable.

The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the use of our name under the caption “Legal Matters” in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Very truly yours,

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

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

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 1, 2022, relating to the financial statements of Quantum-Si Incorporated included in the Registration Statement No. 333-257676 on Form S-1 of Quantum-Si Incorporated.

/s/ Deloitte & Touche LLP

New York, New York  
March 11, 2022

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## Calculation of Filing Fee Tables

### Form S-1 (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 or Carry Forward Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	457(c)	405,000(2)	\$ 4.07(3)	\$ 1,648,350	.0000927	\$ 152.81
Total Offering Amounts					\$ 1,648,350		\$ 152.81
Total Fees Previously Paid							-
Total Fee Offsets							-
Net Fee Due							\$ 152.81(4)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), the registrant is also registering an indeterminate number of additional shares of Class A common stock that may become issuable as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Consists of 405,000 shares of Class A common stock, par value \$0.0001 per share, of the Registrant (the “Class A common stock”) registered for resale.
- (3) Pursuant to Rule 457(c) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is calculated as the product of (i) 405,000 shares of Class A common stock and (ii) \$4.07, the average of the high and low trading prices of the Class A common stock on The Nasdaq Stock Market on March 4, 2022 (within five business days prior to the date of this Post-Effective Amendment No. 1).
- (4) On July 2, 2021, the registrant paid \$141,251.49 in connection with the Registration Statement on Form S-1 (File No. 333-257676) (the “Prior Registration Statement”) relating to the total proposed maximum offering price of \$1,294,697,355.60. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Prior Registration Statement is registered hereby. As a result, the Registrant is paying \$152.81 in connection with this Registration Statement.