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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Quantum-Si Incorporated
(Name of Issuer)

Class A common stock, par value \$0.0001 per share
Class B common stock, par value \$0.0001 per share
(Title of Class of Securities)

Class A common stock: 74765K105
Class B common stock: Not Applicable
(CUSIP Number)

Jonathan M. Rothberg, Ph.D.
c/o Quantum-Si Incorporated
530 Old Whitfield Street
Guilford, Connecticut 06437
(203) 458-7100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

Michael L. Fantozzi, Esq.
John P. Condon, Esq.
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One Financial Center
Boston, Massachusetts 02111

June 10, 2021
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSON Jonathan M. Rothberg, Ph.D.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF ¹	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 13,502,478 shares of Class A common stock and 19,937,500 shares of Class B common stock ¹
	8	SHARED VOTING POWER 2,190,489 shares of Class A common stock ²
	9	SOLE DISPOSITIVE POWER 13,502,478 shares of Class A common stock and 19,937,500 shares of Class B common stock ¹
	10	SHARED DISPOSITIVE POWER 2,190,489 shares of Class A common stock ²
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,692,967 shares of Class A common stock and 19,937,500 shares of Class B common stock ¹²	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% of the Class A common stock and 100% of the Class B common stock ³	
14	TYPE OF REPORTING PERSON IN	

¹ Consists of (i) 1,022,370 shares of Class A common stock of Quantum-Si Incorporated (f/k/a HighCape Capital Acquisition Corp.) (the "Issuer") held by Jonathan M. Rothberg, Ph.D., (ii) 12,480,108 shares of Class A common stock of the Issuer held by 2012 JMR Trust Common, LLC, (iii) 17,943,750 shares of Class B common stock of the Issuer held by 4C Holdings I, LLC and (iv) 1,993,750 shares of Class B common stock of the Issuer held by 4C Holdings V, LLC.

² Consists of (i) 1,917,067 shares of Class A common stock of the Issuer held by 23rd Century Capital LLC, and (ii) 273,422 shares of Class A common stock of the Issuer held by Dr. Jonathan Rothberg's spouse, Bonnie E. Gould Rothberg, M.D.

³ Calculated based on 116,463,160 shares of Class A common stock of the Issuer and 19,937,500 shares of Class B common stock of the Issuer outstanding as of June 10, 2021.

1	NAMES OF REPORTING PERSON 23rd Century Capital LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 1,917,067 shares of Class A common stock
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 1,917,067 shares of Class A common stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,917,067 shares of Class A common stock	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.6% of the Class A common stock ⁴	
14	TYPE OF REPORTING PERSON OO	

⁴ Calculated based on 116,463,160 shares of Class A common stock of the Issuer outstanding as of June 10, 2021.

1	NAMES OF REPORTING PERSON 2012 JMR Trust Common, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 12,480,108 shares of Class A common stock
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 12,480,108 shares of Class A common stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,480,108 shares of Class A common stock	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.7% of the Class A common stock ⁵	
14	TYPE OF REPORTING PERSON OO	

⁵ Calculated based on 116,463,160 shares of Class A common stock of the Issuer outstanding as of June 10, 2021.

1	NAMES OF REPORTING PERSON 4C Holdings I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 17,943,750 shares of Class B common stock
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 17,943,750 shares of Class B common stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,943,750 shares of Class B common stock	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 90% of the Class B common stock ⁶	
14	TYPE OF REPORTING PERSON OO	

⁶ Calculated based on 19,937,500 shares of Class B common stock of the Issuer outstanding as of June 10, 2021.

1	NAMES OF REPORTING PERSON 4C Holdings V, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 1,993,750 shares of Class B common stock
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 1,993,750 shares of Class B common stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,993,750 shares of Class B common stock	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10% of the Class B common stock ⁷	
14	TYPE OF REPORTING PERSON OO	

⁷ Calculated based on 19,937,500 shares of Class B common stock of the Issuer outstanding as of June 10, 2021.

Item 1. Security and Issuer.

This Schedule 13D (this “Statement”) relates to the Class A common stock, par value \$0.0001 per share, and Class B common stock, par value \$0.0001 per share, of Quantum-Si Incorporated (f/k/a HighCape Capital Acquisition Corp.), a Delaware corporation (the “Issuer”). The principal executive office of the Issuer is located at 530 Old Whitfield Street, Guilford, Connecticut 06437.

Item 2. Identity and Background.

(a) This Statement is being filed on behalf of (i) Jonathan M. Rothberg, Ph.D., (ii) 23rd Century Capital LLC, (iii) 2012 JMR Trust Common, LLC, (iv) 4C Holdings I, LLC and (v) 4C Holdings V, LLC (together, the “Reporting Persons”). Each Reporting Person disclaims beneficial ownership of all securities reported in this Statement except to the extent of such Reporting Person’s pecuniary interest therein, other than those securities reported herein as being held directly by such Reporting Person.

(b) The business address of the Reporting Persons is c/o Quantum-Si Incorporated, 530 Old Whitfield Street, Guilford, Connecticut 06437.

(c) Dr. Jonathan Rothberg is the founder of Legacy Quantum-Si (defined below) and Executive Chairman of the Issuer. He is a member of 23rd Century Capital LLC and is the sole manager of 2012 JMR Trust Common, LLC, 4C Holdings I, LLC and 4C Holdings V, LLC. Dr. Jonathan Rothberg is the founder of the 4Catalyzer medical technology incubator and the founder and Chairman of its companies.

(d)–(e) During the last five years, the Reporting Persons have not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Dr. Jonathan Rothberg is a citizen of the United States of America. Each of 23rd Century Capital LLC, 2012 JMR Trust Common, LLC, 4C Holdings I, LLC and 4C Holdings V, LLC is a limited liability company organized under the laws of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

On June 10, 2021 (the “Closing Date”), HighCape Capital Acquisition Corp., a Delaware corporation (“HighCape” and after the Business Combination described herein, the “Issuer”), consummated the previously announced business combination (the “Business Combination”) pursuant to the terms of the Business Combination Agreement, dated as of February 18, 2021 (the “Business Combination Agreement”), by and among HighCape, Tenet Merger Sub, Inc., a Delaware corporation (“Merger Sub”), and Quantum-Si Incorporated, a Delaware corporation (“Legacy Quantum-Si”).

In connection with the closing of the Business Combination (the “Closing”), (i) 1,276,641 shares of Legacy Quantum-Si Series B preferred stock and 5,328 shares of Legacy Quantum-Si Series E preferred stock were automatically cancelled and converted into 1,022,370 shares of Class A common stock of the Issuer held by Dr. Jonathan Rothberg, (ii) 15,649,039 shares of Legacy Quantum-Si Series B preferred stock were automatically cancelled and converted into 12,480,108 shares of Class A common stock of the Issuer held by 2012 JMR Trust Common, LLC, (iii) 2,403,846 shares of Legacy Quantum-Si Series B preferred stock were automatically cancelled and converted into 1,917,067 shares of Class A common stock of the Issuer held by 23rd Century Capital LLC, (iv) 342,850 shares of Legacy Quantum-Si Series B preferred stock were automatically cancelled and converted into 273,422 shares of Class A common stock of the Issuer held by Dr. Jonathan Rothberg’s spouse, Bonnie E. Gould Rothberg, M.D., (v) 22,500,000 shares of Legacy Quantum-Si Series A preferred stock were automatically cancelled and converted into 17,943,750 shares of Class B common stock of the Issuer held by 4C Holdings I, LLC, and (vi) 2,500,000 shares of Legacy Quantum-Si Series A preferred stock were automatically cancelled and converted into 1,993,750 shares of Class B common stock of the Issuer held by 4C Holdings V, LLC. Also in connection with the Closing, Dr. Jonathan Rothberg’s restricted stock units (RSUs) for 1,880,878 shares of common stock of Legacy Quantum-Si became RSUs for 1,500,000 shares of Class A common stock of the Issuer. None of Dr. Jonathan Rothberg’s RSUs vest within 60 days of June 10, 2021.

Item 4. Purpose of Transaction.

The information regarding the Business Combination set forth in Item 3 above is incorporated into this Item 4 by reference. All of the shares of the Issuer's Class A common stock and Class B common stock beneficially owned by the Reporting Persons, as reported in this Schedule 13D, were received in connection with the Business Combination.

Dr. Jonathan Rothberg serves as the Executive Chairman and a member of the Board of Directors of the Issuer, and, in such capacity, may have influence over the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D, although, subject to the agreements described herein, the Reporting Persons, at any time, and from time to time, may review, reconsider and change their position and/or change their purpose and/or develop such plans and may seek to influence management of the Issuer or the Board of Directors with respect to the business and affairs of the Issuer and may from time to time consider pursuing or proposing such matters with advisors, the Issuer, or other persons.

Item 5. Interest in Securities of the Issuer.

(a) See responses to Items 11 and 13 on the cover page. Dr. Jonathan Rothberg's son is the manager of 23rd Century Capital LLC. Bonnie E. Gould Rothberg, M.D. is the spouse of Dr. Jonathan Rothberg. As a result, Dr. Jonathan Rothberg may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the securities of the Issuer held of record by 23rd Century Capital LLC and Bonnie E. Gould Rothberg, M.D. Dr. Jonathan Rothberg disclaims beneficial ownership of such securities for all other purposes.

(b) See responses to Items 7, 8, 9 and 10 on the cover page.

(c) Dr. Jonathan Rothberg was involved in the Business Combination as the founder and Executive Chairman of Legacy Quantum-Si. Except as set forth in this Schedule 13D, the Reporting Persons have not, to the best of their knowledge, engaged in any transaction with respect to the Class A common stock and Class B common stock of the Issuer during the sixty days prior to the date of filing this Schedule 13D.

(d) Except as described in Item 3, no person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Class A common stock and the Class B common stock of the Issuer beneficially owned by the Reporting Persons as reported in this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Dr. Jonathan Rothberg holds RSUs for 1,520,512 shares of Class A common stock of the Issuer. 1,500,000 of the RSUs will vest on March 12, 2023, without regard to Dr. Jonathan Rothberg's continued service to the Issuer, with full acceleration of vesting in the event of Dr. Jonathan Rothberg's death or disability or a change in control of the Issuer. 20,512 of the RSUs vest in equal annual installments over three years beginning on June 11, 2022, subject to Dr. Jonathan Rothberg's continued service through the applicable vesting date.

Certain of the Reporting Persons are parties to the Amended and Restated Registration Rights Agreement, dated as of June 10, 2021, by and among the Issuer, the initial stockholders, including HighCape Capital Acquisition LLC, certain affiliates of HighCape and certain holders of Legacy Quantum-Si securities (the "Registration Rights Agreement"), pursuant to which the Issuer will be required to register for resale the securities held by the stockholders party thereto and which restricts the ability of the Reporting Persons from transferring its shares in the Issuer for the period ending on the earlier of (a) 180 days after the Closing, subject to certain customary exceptions, and (b) subsequent to the Closing, (x) if the last reported sale price of the Issuer's common stock equals or exceeds \$12.00 per share for any 20 trading days within any 30 consecutive trading days after the Closing or (y) the date on which the Company completes a liquidation, merger, stock exchange, reorganization or other similar transaction that results in all of the Issuer's public stockholders having the right to exchange their shares of the Issuer's common stock for cash, securities or other property.

Except as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the person named in Item 2 above or between such person and any other person with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit

No.	Description
1.	Joint Filing Agreement, by and among Jonathan M. Rothberg, Ph.D., 23rd Century Capital LLC, 2012 JMR Trust Common, LLC, 4C Holdings I, LLC and 4C Holdings V, LLC, dated as of June 18, 2021.
2.	Amended and Restated Registration Rights Agreement, dated as of June 10, 2021, by and among the Issuer, Legacy Quantum-Si and certain of their securityholders (incorporated by reference from Exhibit 10.17 the Form 8-K of Quantum-Si Incorporated filed with the Securities and Exchange Commission on June 15, 2021 (File No. 001-39486)).

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: June 18, 2021

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

23rd Century Capital LLC

By: /s/ Jonathan M. Rothberg
Name: Jonathan M. Rothberg, Ph.D.
Title: Member

2012 JMR Trust Common, LLC

By: /s/ Jonathan M. Rothberg
Name: Jonathan M. Rothberg, Ph.D.
Title: Manager

4C Holdings I, LLC

By: /s/ Jonathan M. Rothberg
Name: Jonathan M. Rothberg, Ph.D.
Title: Manager

4C Holdings V, LLC

By: /s/ Jonathan M. Rothberg
Name: Jonathan M. Rothberg, Ph.D.
Title: Manager

JOINT FILING AGREEMENT

This Joint Filing Agreement is by and among Jonathan M. Rothberg, Ph.D., 23rd Century Capital LLC, 2012 JMR Trust Common, LLC, 4C Holdings I, LLC and 4C Holdings V, LLC (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D with respect to shares of Class A common stock and Class B common stock of Butterfly Network, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon seven days prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

Dated: June 18, 2021

/s/ Jonathan M. Rothberg

Jonathan M. Rothberg, Ph.D.

23rd Century Capital LLC

By: /s/ Jonathan M. Rothberg

Name: Jonathan M. Rothberg, Ph.D.

Title: Member

2012 JMR Trust Common, LLC

By: /s/ Jonathan M. Rothberg

Name: Jonathan M. Rothberg, Ph.D.

Title: Manager

4C Holdings I, LLC

By: /s/ Jonathan M. Rothberg

Name: Jonathan M. Rothberg, Ph.D.

Title: Manager

4C Holdings V, LLC

By: /s/ Jonathan M. Rothberg

Name: Jonathan M. Rothberg, Ph.D.

Title: Manager
