

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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 10, 2021**

QUANTUM-SI INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39486
(Commission File Number)

85-1388175
(IRS Employer
Identification No.)

530 Old Whitfield Street
Guilford, Connecticut
(Address of principal executive offices)

06437
(Zip Code)

Registrant's telephone number, including area code: **(203) 458-7100**

HighCape Capital Acquisition Corp.
452 Fifth Avenue, 21st Floor
New York, New York 10018
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001 per share	QSI	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	QSIAW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

INTRODUCTORY NOTE

On June 10, 2021, Quantum-Si Incorporated, a Delaware corporation (f/k/a HighCape Capital Acquisition Corp.) (the “Company”, and prior to the Business Combination, “HighCape”), filed a Current Report on Form 8-K (the “Original Report”) to report the consummation of the Business Combination and related matters under Items 1.01, 2.01, 3.02, 3.03, 4.01, 5.01, 5.02, 5.06 and 9.01 of Form 8-K. Due to the large number of events to be reported under the specified items of Form 8-K, this Amendment No. 1 to Form 8-K is being filed to amend the Original Report to include additional matters related to the Transactions under Items 5.03, 7.01 and 8.01 of Form 8-K.

Capitalized terms used herein by not defined herein have the meanings given to such terms in the Original Report.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 of the Original Report is incorporated in this Item 5.03 by reference.

Item 7.01. Regulation FD Disclosure.

On June 10, 2021, the Company issued a press release regarding the Closing. A copy of the press release is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.4) shall not be deemed to be “filed” for purposes of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

In connection with the Business Combination, holders of 571,128 shares of HighCape’s Class A common stock exercised their right to redeem their shares for cash at a redemption price of approximately \$10.00 per share, for an aggregate redemption amount of approximately \$5,711,538.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/Reg. Number
2.1†	<u>Business Combination Agreement, dated as of February 18, 2021, by and among Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.), Tenet Merger Sub, Inc., and Q-SI Operations Inc. (formerly Quantum-Si Incorporated)</u>		Form 8-K (Exhibit 2.1)	2/18/2021	001-39486
3.1	<u>Second Amended and Restated Certificate of Incorporation of Quantum-Si Incorporated</u>		Form 8-K (Exhibit 3.1)	6/15/2021	001-39486
3.2	<u>Amended and Restated Bylaws of Quantum-Si Incorporated</u>		Form 8-K (Exhibit 3.2)	6/15/2021	001-39486
4.1	<u>Specimen Class A Common Stock Certificate</u>		Form S-1/A (Exhibit 4.1)	5/11/2021	333-253691
4.2	<u>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</u>		Form 8-K (Exhibit 4.1)	9/9/2020	001-39486

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/Reg. Number
10.1	Form of PIPE Investor Subscription Agreement for institutional investors, dated as of February 18, 2021, by and between Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and the subscriber parties thereto		Form 8-K (Exhibit 10.1)	2/18/2021	001-39486
10.2	Form of PIPE Investor Subscription Agreement for accredited investors, dated as of February 18, 2021, by and between Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and the subscriber parties thereto		Form 8-K/A (Exhibit 10.2)	2/19/2021	001-39486
10.3	Form of Subscription Agreement, dated as of February 18, 2021, by and between Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and the Foresite Funds		Form 8-K/A (Exhibit 10.3)	2/19/2021	001-39486
10.4	Transaction Support Agreement, dated as of February 19, 2021, by and among Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.), and certain supporting stockholders of Q-SI Operations Inc. (formerly Quantum-Si Incorporated)		Form 8-K (Exhibit 10.1)	2/22/2021	001-39486
10.5	Sponsor Letter Agreement, dated as of February 18, 2021, by and among HighCape Capital Acquisition LLC, Deerfield Partners, L.P., Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and Q-SI Operations Inc. (formerly Quantum-Si Incorporated)		Form 8-K (Exhibit 10.4)	2/18/2021	001-39486
10.6+	Executive Chairman Agreement, dated as of June 10, 2021, by and between Quantum-Si Incorporated and Jonathan M. Rothberg, Ph.D.		Form 8-K (Exhibit 10.6)	6/15/2021	001-39486
10.7+	Offer Letter of Employment, dated as of October 28, 2020, by and between Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and John Stark		Form S-4 (Exhibit 10.10)	3/1/2021	333-253691

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/Reg. Number
10.8+	Offer Letter of Employment, dated as of March 23, 2021, by and between Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and Claudia Drayton		Form S-4/A (Exhibit 10.10)	5/11/2021	333-253691
10.9+	Offer Letter of Employment, dated as of June 1, 2015, by and between Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and Michael P. McKenna, Ph.D.		Form S-4 (Exhibit 10.10)	3/1/2021	333-253691
10.10+	Offer Letter of Employment, dated as of March 16, 2016, by and between Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and Matthew Dyer, Ph.D.		Form S-4 (Exhibit 10.11)	3/1/2021	333-253691
10.11+	Consulting Agreement, dated as of April 19, 2021, by and between Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and Michael Mina, M.D., Ph.D.		Form S-4/A (Exhibit 10.13)	5/11/2021	333-253691
10.12	Technology and Services Exchange Agreement, dated as of February 17, 2021, by and among Q-SI Operations Inc. (formerly Quantum-Si Incorporated) and the participants named therein		Form S-4 (Exhibit 10.12)	3/1/2021	333-253691
10.13.1+	Quantum-Si Incorporated 2021 Equity Incentive Plan		Form 8-K (Exhibit 10.13.1)	6/15/2021	001-39486
10.13.2+	Form of Stock Option Agreement under 2021 Equity Incentive Plan		Form 8-K (Exhibit 10.13.2)	6/15/2021	001-39486
10.13.3+	Form of Restricted Stock Unit Agreement under 2021 Equity Incentive Plan		Form 8-K (Exhibit 10.3.3)	6/15/2021	001-39486
10.14.1+	Q-SI Operations Inc. 2013 Employee, Director and Consultant Equity Incentive Plan, as amended		Form 8-K (Exhibit 10.14.1)	6/15/2021	001-39486
10.14.2+	Form of Stock Option Agreement under 2013 Employee, Director and Consultant Equity Incentive Plan, as amended		Form 8-K (Exhibit 10.14.2)	6/15/2021	001-39486
10.14.3+	Form of Restricted Stock Unit Agreement under 2013 Employee, Director and Consultant Equity Incentive Plan, as amended		Form 8-K (Exhibit 10.14.3)	6/15/2021	001-39486

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/Reg. Number
10.15+	Nonemployee Director Compensation Policy		Form 8-K (Exhibit 10.15)	6/15/2021	001-39486
10.16+	Form of Indemnification Agreement		Form 8-K (Exhibit 10.16)	6/15/2021	001-39486
10.17	Amended and Restated Registration Rights Agreement, dated as of June 10, 2021, by and among Quantum-Si Incorporated (formerly HighCape Capital Acquisition Corp.) and certain of its securityholders		Form 8-K (Exhibit 10.17)	6/15/2021	001-39486
10.18	Form of Lock-up Agreement		Form 8-K (Exhibit 10.18)	6/15/2021	001-39486
16.1	Letter from WithumSmith+Brown, PC to the SEC, dated June 15, 2021	X			
21.1	List of Subsidiaries		Form 8-K (Exhibit 21.1)	6/15/2021	001-39486
99.1	Unaudited pro forma condensed combined financial information of the Company as of March 31, 2021 and for the three months ended March 31, 2021 and for the year ended December 31, 2020		Form 8-K (Exhibit 99.1)	6/15/2021	001-39486
99.2	Unaudited consolidated financial statements of Q-SI Operations Inc. (formerly Quantum-Si Incorporated) as of March 31, 2021 and for the three months ended March 31, 2021		Form 8-K (Exhibit 99.2)	6/15/2021	001-39486
99.3	Management's Discussion and Analysis of Financial Condition and Results of Operations of Q-SI Operations Inc. (formerly Quantum-Si Incorporated) as of March 31, 2021 and for the three months ended March 31, 2021		Form 8-K (Exhibit 99.3)	6/15/2021	001-39486
99.4	Press release dated June 10, 2021	X			

† Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

+ Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

QUANTUM-SI INCORPORATED

By: /s/ John Stark

Name: John Stark

Title: Chief Executive Officer

Date: June 15, 2021

June 15, 2021

Office of the Chief Accountant
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
United States of America

Commissioners:

We have read the statements of Quantum-Si Incorporated (formally known as HighCape Capital Acquisition Corp.) included under Item 4.01 (a) of its Form 8-K dated June 15, 2021. We agree with the statements concerning our Firm under Item 4.01 (a), in which we were informed on June 15, 2021, of our dismissal.

We are not in a position to agree or disagree with other statements contained therein.

Very truly yours,

/s/ WithumSmith+Brown, PC



**Quantum-Si, Revolutionizing Proteomics, Closes Business Combination and Will Begin Trading
Under the Ticker “QSI” on the Nasdaq Stock Exchange**

Guilford, CT and New York – June 10, 2021 – Quantum-Si Incorporated (Nasdaq: QSI) (“Quantum-Si,” “QSi” or “the Company”), a company pioneering next-generation semiconductor chip-based proteomics, today announced that it has completed its business combination with HighCape Capital Acquisition Corp. (Nasdaq: CAPA) (“HighCape”), a special purpose acquisition company sponsored by leading healthcare growth equity manager HighCape Capital LP. The business combination and concurrent private placement, which were approved by HighCape’s stockholders at its special meeting held on June 9, 2021, provide over \$500 million to fund the further development and planned commercialization of the Company’s single-molecule, semiconductor chip-based protein sequencing and genomics technology.

Following the transaction, the combined company was renamed Quantum-Si Incorporated, and its Class A common stock and warrants will begin trading on the Nasdaq Global Market (“Nasdaq”) on June 11, 2021 under the symbols “QSI” and “QSI.AW,” respectively. The final Exchange Ratio for which the former Quantum-Si stockholders exchanged their shares of Quantum-Si capital stock for common stock of the combined company was 0.7975. Each share of HighCape Class A common stock and HighCape Class B common stock became one share of the combined company’s Class A common stock.

Quantum-Si has created the first next-generation single-molecule proteomics and genomics platform with the goal of revolutionizing the growing field of proteomics. The Company’s unique semiconductor chip has the power to decode the molecules of life, starting with proteins, and holds the potential to expand the scale of the genomics and proteomics market beyond what had been possible with next-generation DNA sequencing.

QSi’s end-to-end solution, including Carbon and Platinum, which is on track to launch commercially in 2022 for research use, has the potential to significantly disrupt an existing addressable \$21 billion academic research and drug discovery market. The platform also may enable new diagnostic applications in healthcare.

“I am thrilled with the completion of this business combination, which will power the commercialization of our technology to disrupt the rapidly growing proteomics market,” said Dr. Jonathan Rothberg, Founder and Executive Chairman of Quantum-Si. “Having been at the forefront of next-generation DNA sequencing, it is very fitting that our team is also on the cusp of making next-generation protein sequencing a reality. Similar to the introduction of next-gen DNA sequencing, our proteomics technology has the potential to enable exponential advances in drug discovery, academic research, and diagnostics.”

“I am excited to lead this talented organization as it prepares to commercialize a technology with the potential to make a profound impact on healthcare and scientific R&D. The QSi solution enables researchers and drug developers to sequence proteins at a scale and resolution not previously available,” said John Stark, Chief Executive Officer of Quantum-Si. “Proteins offer greater insights by allowing us to see what is happening right now in the body, and we believe the market will enthusiastically embrace QSi’s unique solution as the only system that provides end-to-end protein sequencing, single molecule proteomics and genomics.”



The combined company will be led by John Stark as Chief Executive Officer, alongside its highly experienced executive team including Matt Dyer as Chief Business Officer, Mike McKenna as President and Chief Operating Officer, Claudia Napal Drayton as Chief Financial Officer and Christian LaPointe as General Counsel. The combined company's board of directors includes Dr. Rothberg as Executive Chairman, Marijn Dekkers, Ph.D., former CEO of Thermo Fisher Scientific and Bayer AG, Ruth Fattori, former Executive Vice President and Chief Human Resources Officer at PepsiCo Inc., Brigid Makes, former Senior Vice President and CFO of Miramar Labs, Inc., Michael Mina, M.D., Ph.D., a leading epidemiologist at Harvard Medical School and Chief Medical Advisor to the Company, John Stark, CEO of Quantum-Si, Kevin Rakin, Chief Executive Officer of HighCape Capital, and Jim Tananbaum, M.D., Founder and CEO of Foresite Capital Management, LLC.

As a result of the business combination, QSi received approximately \$534 million prior to transaction fees, including approximately \$109 million of cash held in HighCape's trust account and \$425 million from private placement (PIPE) investors, including Foresite Capital Management, LLC, Eldridge, accounts advised by ARK Invest, and Glenview Capital Management, LLC. In addition, QSi's current management team and existing stockholders have rolled 100% of their equity into the combined company.

Advisors

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. acted as legal advisor to Quantum-Si. J.P. Morgan Securities LLC acted as lead placement agent and Cantor Fitzgerald & Co. acted as co-placement agent to HighCape for the PIPE. Mayer Brown acted as legal counsel to the placement agents. White & Case LLP acted as legal advisor and J.P. Morgan Securities LLC acted as exclusive financial advisor to HighCape. Cantor Fitzgerald & Co. acted as capital markets advisor and underwrote the IPO of HighCape in September, 2020.

About Quantum-Si

Founded by Dr. Jonathan Rothberg in 2013, Quantum-Si is focused on revolutionizing the growing field of proteomics. The company's suite of technologies are powered by a first-of-its-kind semiconductor chip designed to enable single-molecule next-generation protein sequencing and genomics, and digitize proteomic research in order to advance drug discovery and diagnostics beyond what has been possible with DNA sequencing.



Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. The combined company’s actual results may differ from its expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions (or the negative versions of such words or expressions) are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the combined company’s expectations with respect to future performance, development of products and services, potential regulatory approvals, anticipated financial impacts and other effects of the business combination, and the size and potential growth of current or future markets for the combined company’s future products and services. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from those discussed in the forward-looking statements. Most of these factors are outside the combined company’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: the impact of COVID-19 on the combined company’s business; the inability to maintain the listing of the combined company’s shares of Class A common stock on The Nasdaq Stock Market following the business combination; the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition and the ability of the combined company to grow and manage growth profitably and retain its key employees; changes in applicable laws or regulations; the ability of the combined company to raise financing in the future; the success, cost and timing of the combined company’s product development activities; the potential attributes and benefits of the combined company’s products and services; the combined company’s ability to obtain and maintain regulatory approval for its products, and any related restrictions and limitations of any approved product; the combined company’s ability to identify, in-license or acquire additional technology; the combined company’s ability to maintain its existing license, manufacture and supply agreements; the combined company’s ability to compete with other companies currently marketing or engaged in the development of products and services that the combined company is developing; the size and growth potential of the markets for the combined company’s future products and services, and its ability to serve those markets, either alone or in partnership with others; the pricing of the combined company’s products and services following anticipated commercial launch; the combined company’s estimates regarding future expenses, future revenue, capital requirements and needs for additional financing; the combined company’s financial performance; and other risks and uncertainties indicated from time to time in the proxy statement/prospectus relating to the business combination, including those under “Risk Factors” therein, and in the combined company’s other filings with the SEC. The combined company cautions that the foregoing list of factors is not exclusive. The combined company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The combined company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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