

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

FORM 8-K

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 11, 2025

RIGETTI COMPUTING, INC.  
(Exact name of Registrant as Specified in Its Charter)

|                                                                                    |                                                                        |                                                       |
|------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation)                      | 001-40140<br>(Commission<br>File Number)                               | 88-0950636<br>(I.R.S. Employer<br>Identification No.) |
| 775 Heinz Avenue, Berkeley, California<br>(Address of Principal Executive Offices) | (510) 210-5550<br>(Registrant's Telephone Number, including area code) | 94710<br>(Zip Code)                                   |
| N/A<br>(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 obligations 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 communication 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:

| Title of each class                                                                                              | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|------------------------------------------------------------------------------------------------------------------|----------------------|----------------------------------------------|
| Common Stock, \$0.0001 par value per share                                                                       | RGTI                 | The Nasdaq Capital Market                    |
| Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share | RGTIW                | The Nasdaq Capital Market                    |

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. ☐

## **Item 7.01 Regulation FD Disclosure.**

On June 11, 2025, Rigetti Computing, Inc. (the “Company”) issued a press release announcing the completion of sales of \$350 million gross proceeds of common stock under the ATM Program (as defined below). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and is hereby incorporated by reference.

The information included in Item 7.01 of this Current Report (including Exhibit 99.1 hereto) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

## **Item 8.01 Other Events.**

On June 11, 2025, the Company announced that it had completed sales of \$350 million gross proceeds of common stock pursuant to its previously disclosed “at-the-market” equity offering program (the “ATM Program”). The Company sold an aggregate 30,309,780 shares of its common stock under the ATM Program. The Company intends to use the proceeds generated by the ATM Program for working capital, capital expenditures and other general corporate purposes, and may also use a portion of the net proceeds to enter into strategic collaborations, acquisitions or partnerships in the future.

## ***Forward-Looking Statements***

This Current Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can be identified by the use of words such as “should,” “may,” “intends,” “anticipates,” “believes,” “estimates,” “projects,” “forecasts,” “expects,” “plans,” “proposes” and similar expressions. Forward-looking statements contained in this Current Report include, but are not limited to, statements regarding the Company’s expectations with respect to the sufficiency of its capital resources and use of funds. Although the Company believes that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks, uncertainties and other important factors that could cause actual results to differ materially from such forward-looking statements, including the Company’s ability to achieve milestones, technological advancements, including with respect to its technology roadmap, the ability of the Company to obtain government contracts successfully and in a timely manner and the availability of government funding, the potential of quantum computing, the success of the Company’s partnerships and collaborations, including the strategic collaboration with Quanta, the Company’s ability to accelerate its development of multiple generations of quantum processors, the outcome of any legal proceedings that may be instituted against the Company or others, the ability to maintain relationships with customers and suppliers and attract and retain management and key employees, costs related to operating as a public company, changes in applicable laws or regulations, the possibility that the Company may be adversely affected by other economic, business, or competitive factors, the Company’s estimates of expenses and profitability, the evolution of the markets in which the Company competes, the ability of the Company to implement its strategic initiatives and expansion plans, the expected use of proceeds from the Company’s past and future financings or other capital, the sufficiency of the Company’s cash resources, unfavorable conditions in the Company’s industry, the global economy or global supply chain, including rising inflation and interest rates, deteriorating international trade relations, political turmoil, natural catastrophes, warfare and terrorist attacks; and other risks and uncertainties set forth in the section entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and other documents filed by the Company from time to time with the Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements other than as required by applicable law. The Company does not give any assurance that it will achieve its expectations.

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**Item 9.01. Financial Statements and Exhibits.**

***(d) Exhibits.***

| <b>Exhibit<br/>No.</b>      | <b>Description</b>                                                           |
|-----------------------------|------------------------------------------------------------------------------|
| <a href="#"><u>99.1</u></a> | <a href="#"><u>Press Release issued by the Company on June 11, 2025.</u></a> |
| 104                         | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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## 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.

Date: June 11, 2025

**RIGETTI COMPUTING, INC.**

By: /s/ Jeffrey Bertelsen  
Jeffrey Bertelsen  
Chief Financial Officer

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## Rigetti Computing Completes \$350 Million At-the-Market Equity Offering

Berkeley, CA -- Rigetti Computing, Inc. (Nasdaq: RGTI) (“Rigetti” or the “Company”), a pioneer in full-stack quantum-classical computing, today announced that it has completed sales of \$350 million gross proceeds of its common stock pursuant to its previously disclosed at-the-market equity offering program. With this additional funding, Rigetti will have approximately \$575 million of cash, cash equivalents and available-for-sale investments with no debt, and is well positioned to support commercial scale-up of its superconducting gate-based quantum computers. Rigetti intends to use the proceeds from the offering primarily for working capital, capital expenditures and other general corporate purposes, and may also use a portion of the net proceeds to enter into strategic collaborations, acquisitions or partnerships in the future.

**About Rigetti**

Rigetti is a pioneer in full-stack quantum computing. The Company has operated quantum computers over the cloud since 2017 and serves global enterprise, government, and research clients through its Rigetti Quantum Cloud Services platform. In 2021, Rigetti began selling on-premises quantum computing systems with qubit counts between 24 and 84 qubits, supporting national laboratories and quantum computing centers. Rigetti’s 9-qubit Novera QPU was introduced in 2023 supporting a broader R&D community with a high-performance, on-premises QPU designed to plug into a customer’s existing cryogenic and control systems. The Company’s proprietary quantum-classical infrastructure provides high-performance integration with public and private clouds for practical quantum computing. Rigetti has developed the industry’s first multi-chip quantum processor for scalable quantum computing systems. The Company designs and manufactures its chips in-house at Fab-1, the industry’s first dedicated and integrated quantum device manufacturing facility. Learn more at <https://www.rigetti.com/>.

**Rigetti Computing Media Contact**

[press@rigetti.com](mailto:press@rigetti.com)

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## Cautionary Language Concerning Forward-Looking Statements

Certain statements in this communication may be considered “forward-looking statements” within the meaning of the federal securities laws, including statements with respect to the Company’s expectations with respect to its future success and performance, including expectations with respect to its use of funds, business strategy, and being well-positioned to support commercial scale-up of its superconducting gate-based quantum computers, and the potential of the Company’s business and quantum computing generally. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by the Company and its management, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: the Company’s ability to achieve milestones, technological advancements, including with respect to its technology roadmap; the ability of the Company to obtain government contracts successfully and in a timely manner and the availability of government funding; the potential of quantum computing; the success of the Company’s partnerships and collaborations, including the strategic collaboration with Quanta; the Company’s ability to accelerate its development of multiple generations of quantum processors; the outcome of any legal proceedings that may be instituted against the Company or others; the ability to maintain relationships with customers and suppliers and attract and retain management and key employees; costs related to operating as a public company; changes in applicable laws or regulations; the possibility that the Company may be adversely affected by other economic, business, or competitive factors; the Company’s estimates of expenses and profitability; the evolution of the markets in which the Company competes; the ability of the Company to implement its strategic initiatives and expansion plans; the expected use of proceeds from the Company’s past and future financings or other capital; the sufficiency of the Company’s cash resources; unfavorable conditions in the Company’s industry, the global economy or global supply chain, including rising inflation and interest rates, deteriorating international trade relations, political turmoil, natural catastrophes, warfare and terrorist attacks; and other risks and uncertainties set forth in the section entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and other documents filed by the Company from time to time with the Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements other than as required by applicable law. The Company does not give any assurance that it will achieve its expectations.

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