

**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): February 14, 2024**

**RIGETTI COMPUTING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40140**  
(Commission  
File Number)

**88-0950636**  
(I.R.S. Employer  
Identification No.)

**775 Heinz Avenue, Berkeley, California**  
(Address of principal executive offices)

**94710**  
(Zip Code)

**(510) 210-5550**  
(Registrant's telephone number, including area code)

**N/A**  
(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 Symbol(s)	Name of each exchange 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.

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**Item 3.02 Unregistered Sales of Equity Securities.**

Since February 5, 2024, Rigetti Computing, Inc. (the “Company”) sold an aggregate of 10,056,799 shares of common stock to B. Riley Principal Capital II LLC under the Common Stock Purchase Agreement (the “Purchase Agreement”), dated as of August 11, 2022, by and between the Company and B. Riley Principal Capital II LLC and received net proceeds of \$12.8 million. Gross proceeds from the issuance and sale of the shares were \$13.2 million, and aggregate underwriting discounts or commissions were \$0.4 million. The shares of common stock were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended, afforded by Section 4(a)(2) thereof and Rule 506(b) of Regulation D promulgated thereunder. As previously disclosed, under the Purchase Agreement, the Company had the right to sell to B. Riley Principal Capital II LLC up to an aggregate of the lesser of (i) \$75.0 million of shares of Company common stock and (ii) 23,648,889 shares of Company common stock. As of February 15, 2024, the Company had sold 23,648,889 shares of Company common stock and, accordingly, no shares remain available for sale under the Purchase Agreement as of such date.

**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: February 15, 2024

**RIGETTI COMPUTING, INC.**

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