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

FORM 10-Q

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2025
or

☐ TRANSITION PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT

For the transition period from ___ to ___

Commission File Number (001-40140)

RIGETTI COMPUTING, INC.
(Exact name of registrant as specified in its charter)

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

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☑ Yes ☐ No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐	Accelerated Filer	☐
Non-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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

As of May 8, 2025, there were 290,322,889 shares of the registrant's Common Stock, no par value, issued and outstanding.

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Cautionary Note Regarding Forward-looking Statements

Unless the context requires otherwise, references in this report to "Rigetti", the "Company", "we", "us", and "our" refer to Rigetti Computing, Inc. and its consolidated subsidiaries.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This includes, without limitation, statements regarding the financial position, business strategy and the plans and objectives of management for future operations. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. We have based these forward-looking statements on our current expectations and projections about future events. Any statements that refer to projections, forecasts or other characterizations of future events or circumstances are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "goal," "objective," "design," "seek," "target," "should," "could," "will," "would" or the negative of such terms or other similar expressions.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Most of such risks and uncertainties are difficult to predict and many are beyond our control. Discussion of the risks and uncertainties material to our business can be found under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024, as updated under "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q.

Given such risks and uncertainties, you should not place undue reliance on these forward-looking statements. In addition, our goals and objectives are aspirational and are not guarantees or promises that such goals and objectives will be met. Should one or more of the risks or uncertainties described in this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K for the year ended December 31, 2024 materialize, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements.

Also, these forward-looking statements represent our plans, objectives, estimates, expectations, assumptions, and intentions only as of the date of this filing. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

You should read this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results, levels of activity and performance as well as other events and circumstances may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

Forward-looking statements in this Quarterly Report on Form 10-Q may include, for example, statements about:

- the sufficiency of our cash resources, our expectations with respect to when we will need to obtain additional capital, including in connection with our investment commitments under the Collaboration Agreement (as defined below) entered into with Quanta Computer, Inc. ("Quanta"), and our ability to raise additional capital when needed and on attractive terms,

- our ability to achieve milestones, and/or technological advancements, including with respect to executing on our technology roadmap and developing practical applications,

- the potential of quantum computing and estimated market size and market growth including with respect to our long-term business strategies for sales of quantum computers and quantum computing as a service ("Quantum Computing as a Service," or "QCaaS"),

- our ability and timeline to monetize our investments in quantum computing, if at all,

- the success of our partnerships and collaborations, including the recent Collaboration Agreement with Quanta,

- our ability to accelerate our development of multiple generations of quantum processors,

- customer concentration and the risk that a significant portion of our revenue currently depends on contracts with the public sector,
- the outcome of any legal proceedings that have or may be instituted against us or others,
- our ability to execute on our business strategy, including monetization of our products,
- our financial performance, growth rate and market opportunity,
- our ability to grow and manage growth profitably, maintain relationships with customers and suppliers and retain our management and key employees,
- costs related to operating as a public company,
- our ability to maintain effective internal controls over financial reporting,
- changes in applicable laws or regulations, including international trade policies,
- the possibility that we may be adversely affected by other economic, business, or competitive factors,
- the evolution of the markets in which we compete,
- our ability to implement our strategic initiatives, expansion plans and continue to innovate our existing products and services,
- unfavorable conditions in our industry, the global economy or global supply chain (including any supply chain impacts from future and ongoing military conflicts and wars around the world and sanctions related thereto and trade protections and tariffs), levels of future economic activity, inflation, interest rates and financial and credit market fluctuations,
- our success in retaining or recruiting, or changes required in, our officers, key employees or directors,
- our estimates regarding expenses, profitability, future revenue, capital requirements and needs for additional financing,
- our ability or decisions to expand or maintain our existing customer base, and
- macroeconomic conditions, including global economic and geopolitical conditions, disruptions to and volatility and uncertainty in the credit and financial markets, uncertainty in levels of future economic activity, inflation and interest rates.

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

RIGETTI COMPUTING, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except number of shares and par value)
(unaudited)

	March 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 37,162	$ 67,674
Available-for-sale investments - short-term	171,966	124,420
Accounts receivable	1,068	2,427
Prepaid expenses	2,124	3,156
Other current assets	2,041	9,081
Total current assets	214,361	206,758
Available-for-sale investments - long-term	—	25,068
Property and equipment, net	46,100	44,643
Operating lease right-of-use assets	7,609	7,993
Other assets	1,068	325
Total assets	$ 269,138	$ 284,787
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 3,401	$ 1,590
Accrued expenses and other current liabilities	5,665	8,005
Current portion of deferred revenue	147	113
Current portion of operating lease liabilities	2,179	2,159
Total current liabilities	11,392	11,867
Deferred revenue, less current portion	698	698
Operating lease liabilities, less current portion	6,230	6,641
Derivative warrant liabilities	39,576	93,095
Earn-out liabilities	4,114	45,897
Total liabilities	62,010	158,198
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, par value $0.0001 per share, 10,000,000 shares authorized, none outstanding	—	—
Common stock, par value $0.0001 per share, 1,000,000,000 shares authorized, 286,974,947 shares issued and outstanding at March 31, 2025 and 283,546,871 shares issued and outstanding at December 31, 2024	29	29
Additional paid-in capital	719,315	681,202
Accumulated other comprehensive (loss) income	(88)	105
Accumulated deficit	(512,128)	(554,747)
Total stockholders' equity	207,128	126,589
Total liabilities and stockholders' equity	$ 269,138	$ 284,787

See accompanying notes to condensed consolidated financial statements.

RIGETTI COMPUTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three months ended March 31,	
	2025	2024
Revenue	$ 1,472	$ 3,052
Cost of revenue	1,030	1,552
Total gross profit	442	1,500
Operating expenses:		
Research and development	15,455	11,471
Selling, general and administrative	6,619	6,614
Total operating expenses	22,074	18,085
Loss from operations	(21,632)	(16,585)
Other income (expense), net		
Interest expense	—	(1,107)
Interest income	2,152	1,123
Change in fair value of derivative warrant liabilities	53,262	(2,583)
Change in fair value of earn-out liabilities	8,837	(1,621)
Total other income (expense), net	64,251	(4,188)
Net income (loss) before provision for income taxes	42,619	(20,773)
Provision for income taxes	—	—
Net income (loss)	$ 42,619	$ (20,773)
Net income (loss) available to common stockholders used in diluted earnings per share	$ 38,256	$ (20,773)
Net income (loss) per share attributable to common stockholders – basic	$ 0.15	$ (0.14)
Net income (loss) per share attributable to common stockholders – diluted	$ 0.13	$ (0.14)
Weighted average shares used to compute net income (loss) per share attributable to common stockholders – basic	284,698	151,855
Weighted average shares used to compute net income (loss) per share attributable to common stockholders – diluted	301,595	151,855

See accompanying notes to condensed consolidated financial statements.

RIGETTI COMPUTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)
(unaudited)

	Three months ended March 31, 2025	Three months ended March 31, 2024
Net income (loss)	$ 42,619	$ (20,773)
Other comprehensive loss:		
Foreign currency translation adjustments	(185)	(88)
Unrealized losses on available-for-sale debt securities	(8)	(18)
Total other comprehensive loss before income taxes	(193)	(106)
Income taxes	—	—
Total other comprehensive loss after income taxes	(193)	(106)
Total comprehensive income (loss)	$ 42,426	$ (20,879)

See accompanying notes to condensed consolidated financial statements.

RIGETTI COMPUTING INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three months ended March 31, 2025	Three months ended March 31, 2024
Cash flows from operating activities:		
Net income (loss)	$ 42,619	$ (20,773)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	1,829	1,787
Stock-based compensation	4,174	2,991
Change in fair value of earn-out liabilities	(8,837)	1,621
Change in fair value of derivative warrant liabilities	(53,262)	2,583
Accretion of available-for-sale securities	(1,423)	(855)
Amortization of debt issuance costs, commitment fees and accretion of final payment fees	—	298
Non-cash lease expense	384	391
Changes in operating assets and liabilities:		
Accounts receivable	1,359	323
Prepaid expenses, other current assets and other assets	1,379	435
Deferred revenue	34	(214)
Accounts payable	747	334
Accrued expenses and operating lease liabilities	(2,654)	(2,060)
Net cash used in operating activities	(13,651)	(13,139)
Cash flows from investing activities:		
Purchases of property and equipment	(2,547)	(5,493)
Purchases of available-for-sale securities	(44,062)	(27,287)
Maturities of available-for-sale securities	23,000	39,000
Net cash (used in) provided by investing activities	(23,609)	6,220
Cash flows from financing activities:		
Payments of principal of notes payable	—	(3,045)
Proceeds from sale of common stock through Common Stock Purchase Agreement	—	12,838
Proceeds from sale of common stock through At-The-Market (ATM) Offering	—	11,031
Payments of offering costs	(73)	(174)
Net proceeds from tax withholdings on sell-to-cover equity award transactions	6,272	—
Proceeds from issuance of common stock upon exercise of stock options	327	60
Proceeds from issuance of common stock upon exercise of warrants	409	—
Net cash provided by financing activities	6,935	20,710
Effects of exchange rate changes on cash and cash equivalents	(187)	(85)
Net (decrease) increase in cash and cash equivalents	(30,512)	13,706
Cash and cash equivalents – beginning of period	67,674	21,392
Cash and cash equivalents – end of period	$ 37,162	$ 35,098
Supplemental disclosures of other cash flow information:		
Cash paid for interest	$ —	$ 811
Non-cash investing and financing activities:		
Capitalization of deferred costs to equity upon share issuance	—	52
Purchases of property and equipment recorded in accounts payable	1,408	1,115
Purchases of property and equipment recorded in accrued expenses	74	—
Reclassification of earn-out liabilities to additional paid-in capital for vesting of Promote Sponsor Vesting Shares	32,946	—
Reclassification of derivative liabilities to additional paid-in capital due to exercise of Public Warrants	257	—
Purchases of deferred offering costs in accounts payable	122	273
Unrealized losses on short term investments	(8)	(18)

See accompanying notes to condensed consolidated financial statements.

RIGETTI COMPUTING INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Description of Business

Rigetti Computing, Inc. and its subsidiaries (collectively, the “Company” or “Rigetti”), builds quantum computers and the superconducting quantum processors that power them. The Company markets a 9-qubit quantum processing unit (QPU) under the Novera™ QPU trade name. Through the Company’s Quantum Computing as a Service (“QCaaS”) platform, the Company’s machines can be integrated into any public, private or hybrid cloud.

The Company is located and headquartered in Berkeley, California. The Company also operates in Fremont, California; London, United Kingdom; Adelaide, Australia and British Columbia, Canada. The Company’s revenue is derived primarily from operations in the United States and the United Kingdom.

(2) Summary of Significant Accounting Policies

Basis of Presentation

On March 2, 2022 (the “Closing Date”), a merger transaction between Rigetti Holdings, Inc. (“Legacy Rigetti”) and Supernova Partners Acquisition Company II, Ltd. (“SNII”) was completed (the “Business Combination”). In connection with the closing of the Business Combination, the Company changed its name to Rigetti Computing, Inc. and all of SNII Class A ordinary shares and SNII Class B ordinary shares automatically converted into shares of common stock, par value $0.0001, of the Company (the “Common Stock”) on a one-for-one basis. Certain warrants held by SNII became warrants to purchase shares of Common Stock, each entitling the holder to purchase one share of Common Stock at an exercise price of $11.50 per share, that trade on the Nasdaq Capital Market (the “Public Warrants”), while certain other warrants held by SNII became private placement warrants, each entitling the holder to purchase one share of Common Stock at an exercise price of $11.50 per share (the “Private Warrants”). The Company’s Common Stock and Public Warrants trade on the Nasdaq Capital Market under the ticker symbols “RGTI” and “RGTIW,” respectively.

The Company determined that Legacy Rigetti was the accounting acquirer in the Business Combination based on an analysis of the criteria outlined in Accounting Standards Codification (ASC) 805, Business Combination.

Accordingly, for accounting purposes, the Business Combination was treated as the equivalent of Legacy Rigetti issuing stock for the net assets of SNII, accompanied by a recapitalization. The primary asset acquired from SNII was cash that was assumed at historical costs. Separately, the Company also assumed warrants that were deemed to be derivatives and meet liability classification subject to fair value adjustment measurements upon closing of the Business Combination (the “Closing”). No goodwill or other intangible assets were recorded because of the Business Combination.

While SNII was the legal acquirer in the Business Combination because Legacy Rigetti was deemed the accounting acquirer, the historical financial statements of Legacy Rigetti became the historical financial statements of the combined company, upon the consummation of the Business Combination.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States (“U.S” and such accounting principles, “GAAP”) for complete financial statements due to the permitted exclusion of certain disclosures for interim reporting. In the opinion of management, all adjustments (consisting of normal recurring items) considered necessary under GAAP for a fair presentation of results for the interim periods presented have been included. As a result of displaying amounts in thousands, rounding differences may exist in the condensed consolidated financial statements and footnote tables. The results of operations for the three months ended March 31, 2025 are not necessarily indicative of the results to be expected for the year ending December 31, 2025 or for other interim periods or future years.

The condensed consolidated balance sheet as of December 31, 2024, included herein, is derived from the audited consolidated financial statements as of that date, however, it does not include all of the information and footnotes required by GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on March 7, 2025.

Principles of Consolidation

The accompanying condensed consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Emerging Growth Company

Following the Business Combination, the Company qualifies as an emerging growth company (‘‘EGC’’) as defined in the Jumpstart our Business Startups (‘‘JOBS’’) Act. The JOBS Act permits companies with EGC status to take advantage of an extended transition period to comply with new or revised accounting standards, delaying the adoption of these accounting standards until they apply to private companies. The Company intends to use this extended transition period to enable us to comply with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date the Company (i) is no longer an EGC or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, the condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting standards as of public company effective dates.

Significant Accounting Policies

There were no material changes to the significant accounting policies disclosed in “Note 2 – Summary of Significant Accounting Policies” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on March 7, 2025.

Use of Estimates

The preparation of the condensed consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, as well as reported amounts of revenues and expenses during the reporting period. Such management estimates include, but are not limited to, the fair value of share-based awards, the fair value of derivative warrant liabilities, the fair value of Sponsor Vesting Shares issued in connection with the Business Combination, accrued liabilities and contingencies, depreciation and amortization periods, revenue recognition and accounting for income taxes. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment and adjusts when facts and circumstances dictate. These estimates are based on information available as of the date of the condensed consolidated financial statements; therefore, actual results could differ from those estimates.

Risks and Uncertainties

The Company is subject to a number of risks similar to those of other companies of similar size in its industry, including, but not limited to, the need for successful development of products, the potential need for additional capital (or financing) in the future, competition from substitute products and services from larger companies, protection of proprietary technology, patent litigation, dependence on key individuals, and risks associated with changes in information technology.

Based on the Company’s forecasts, the Company believes that its existing cash and cash equivalents and available for sale investments should be sufficient to meet its anticipated operating cash needs for at least the next 12 months from the issuance date of these financial statements based on the Company’s current business plan and expectations and assumptions considering current macroeconomic conditions.

Macroeconomic Conditions

Results of the Company’s operations have varied and may continue to vary based in part on the impact of changes in the domestic or global economy. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from changes in gross domestic product growth, inflation, financial and credit market fluctuations, supply chain constraints, international trade policies including tariffs and export controls, national security interests, pandemics, political turmoil, natural catastrophes, warfare, and terrorist attacks in the United States or elsewhere, could negatively affect the Company’s business, including progress toward the development of quantum computing by increasing the cost of materials and components and our operating costs. It is not possible at this time to estimate the long-term impact that these and related events could have on the Company’s business, as the impact will depend on future developments, which are highly uncertain and cannot be predicted.

If these conditions persist and deepen, the Company could experience an inability to access additional capital if needed, or its liquidity could otherwise be impacted. If the Company is unable to raise capital when needed and on attractive terms, it would be forced to delay, reduce or eliminate its research and development programs and other efforts.

Recently Adopted Accounting Pronouncements

In June 2022, the Financial Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-03- Fair Value Measurement (Topic 820): "Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions". The FASB issued this update (1) to clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 was effective for the Company for annual periods beginning after December 15, 2024, and interim periods within those fiscal years, with early adoption permitted. The Company determined that the adoption of this standard did not have an impact on the condensed consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, "Income Taxes - Improvements to Income Tax Disclosures" requiring enhancements and further transparency to certain income tax disclosures, most notably the tax rate reconciliation and income taxes paid. ASU 2023-09 is effective for the Company for annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application is also permitted. The Company is still evaluating the impact of this pronouncement on the consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses," which requires disclosure of disaggregated information about specific categories underlying certain income statement expense line items in the footnotes to the financial statements for both annual and interim periods. ASU 2024-03 is effective for the Company for annual periods beginning after December 15, 2026, and interim reporting periods within annual periods beginning after December 15, 2027. Early adoption is permitted. The Company is still evaluating the impact of this pronouncement on the condensed consolidated financial statements.

(3) Changes in Stockholders' Equity

Three Months Ended March 31, 2025 and 2024 (in thousands):

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance, December 31, 2024	283,547	$ 29	$ 681,202	$ 105	$ (554,747)	$ 126,589
Issuance of common stock upon exercise of stock options	298	—	327	—	—	327
Issuance of common stock upon exercise of common stock warrants	46	—	666	—	—	666
Issuance of common stock upon release of RSUs	3,084	—	—	—	—	—
Vesting of Promote Sponsor Vesting Shares	—	—	32,946	—	—	32,946
Stock-based compensation	—	—	4,174	—	—	4,174
Foreign currency translation loss	—	—	—	(185)	—	(185)
Change in unrealized gain on available-for-sale securities	—	—	—	(8)	—	(8)
Net income	—	—	—	—	42,619	42,619
Balance, March 31, 2025	286,975	$ 29	$ 719,315	$ (88)	$ (512,128)	$ 207,128

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
Balance, December 31, 2023	147,066	$ 14	$ 463,089	$ 244	$ (353,759)	$ 109,588
Issuance of common stock upon exercise of stock options	219	—	60	—	—	60
Issuance of common stock upon release of RSUs	1,323	—	—	—	—	—
Proceeds from sale of common stock through Purchase Agreement - B. Riley	10,057	1	12,837	—	—	12,838
Proceeds from sale of common stock through At-The-Market (ATM) Offering	6,646	1	11,030	—	—	11,031
Capitalization of deferred costs to equity upon share issuance	—	—	(52)	—	—	(52)
Stock-based compensation	—	—	2,991	—	—	2,991
Foreign currency translation loss	—	—	—	(88)	—	(88)
Change in unrealized loss on available-for-sale securities	—	—	—	(18)	—	(18)
Net loss	—	—	—	—	(20,773)	(20,773)
Balance, March 31, 2024	165,311	$ 16	$ 489,955	$ 138	$ (374,532)	$ 115,577

(4) Investments

All investments in fixed income securities are classified as cash equivalents or available-for-sale in the condensed consolidated balance sheets based on the underlying maturity date of each investment. Fixed income securities are recorded at their estimated fair value. The amortized cost, gross unrealized holding gains and losses included in other comprehensive income (loss) and the fair value of the fixed income securities as of March 31, 2025 and December 31, 2024 are presented in the tables below (in thousands):

	March 31, 2025			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash equivalents:				
Money market funds	$ 11,353	$ —	$ —	$ 11,353
U.S. treasury security	17,864	—	—	17,864
Cash equivalents	$ 29,217	$ —	$ —	$ 29,217
Available-for-sale investments-short-term:				
U.S. treasury securities	$ 171,897	82	$ (13)	$ 171,966
Available-for-sale investments – short-term	$ 171,897	$ 82	$ (13)	$ 171,966

	December 31, 2024			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash equivalents:				
Money market funds	$ 29,806	$ —	$ —	$ 29,806
U.S. treasury security	24,835	—	—	24,835
Cash equivalents	$ 54,641	$ —	$ —	$ 54,641
Available-for-sale investments-short-term:				
U.S. treasury securities	$ 124,352	$ 69	$ (1)	$ 124,420
Available-for-sale investments – short-term	$ 124,352	$ 69	$ (1)	$ 124,420
Available-for-sale investments-long-term:				
U.S. treasury security	$ 25,059	$ 9	$ —	$ 25,068
Available-for-sale investments – long-term	$ 25,059	$ 9	$ —	$ 25,068

The Company invests in highly rated investment grade debt securities. As of March 31, 2025, all of the Company's available-for-sale securities have final maturities of one year or less. The Company reviews the individual securities that have unrealized losses on a regular basis. The Company evaluates whether it has the intention to sell any of these investments and whether it is more likely than not that it will be required to sell any of them before recovery of the amortized cost basis. Neither of these criteria were met as of March 31, 2025 or December 31, 2024.

The Company additionally evaluates whether the decline in fair value of the securities below their amortized cost basis is related to credit losses or other factors. Based on this evaluation, the Company determined that the unrealized losses for its available-for-sale securities were primarily attributable to changes in interest rates and non-credit-related factors.

Accordingly, the Company determined that none of the unrealized losses were other-than-temporary, and that recognition of an impairment charge was not required as of March 31, 2025 or December 31, 2024. As of March 31, 2025, there were three securities with an aggregate market value of $69.2 million that were in an unrealized loss position. The cumulative loss related to these securities was inconsequential. None of the Company's available-for-sale securities have been in an unrealized loss position for more than one year. No available-for-sale securities were sold during the three months ended March 31, 2025 or March 31, 2024.

See Note 5 for additional information regarding the fair value of the Company's investments.

(5) Fair Value Measurements

The Company reports all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the condensed consolidated financial statements on a recurring basis. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest-level input that is significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are as follows:

Level 1—Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3—Inputs are unobservable inputs for the asset or liability.

The following tables present the fair value hierarchy used to measure the Company's financial assets and liabilities as of March 31, 2025 and December 31, 2024, respectively (in thousands):

	March 31, 2025		
	Level 1	Level 2	Level 3
Assets:			
Cash equivalents:			
Money market funds	$ 11,353	$ —	$ —
U.S. treasury security	—	17,864	—
Short-term investments:			
U.S. treasury securities	—	171,966	—
Total Assets	$ 11,353	$ 189,830	$ —
Liabilities:			
Derivative warrant liability – Public Warrants	$ 31,822	$ —	$ —
Derivative warrant liability – Private Warrants	—	—	7,754
Earn-out liabilities	—	—	4,114
Total Liabilities	$ 31,822	$ —	$ 11,868

	December 31, 2024		
	Level 1	Level 2	Level 3
Assets:			
Cash equivalents:			
Money market funds	$ 29,806	$ —	$ —
U.S. treasury security	—	24,835	—
Short-term investments:			
U.S. treasury securities	—	124,420	—
Long-term investments:			
U.S. treasury security	—	25,068	—
Total Assets	$ 29,806	$ 174,323	$ —
Liabilities:			
Derivative warrant liability – Public Warrants	$ 70,265	$ —	$ —
Derivative warrant liability – Private Warrants	—	—	22,830
Earn-out liabilities	—	—	45,897
Total Liabilities	$ 70,265	$ —	$ 68,727

As of March 31, 2025 and December 31, 2024, the Company has recorded the following financial instruments subject to fair value measurements: 1) Derivative warrant liabilities—Public Warrants and Private Warrants, 2) Money market funds, 3) U.S. treasury securities and 5) Earn-out liabilities.

The fair value of the Public Warrants has been measured based on the observable listed prices for such warrants, a Level 1 measurement. The fair value of the Company's Level 2 financial assets are determined by using inputs based on quoted market prices for similar instruments.

All other financial instruments are classified as Level 3 instruments as they all include unobservable inputs. The Private Warrants are measured at fair value using a Black Scholes model. The fair value of the Earn-out liabilities are estimated using a Monte Carlo simulation model. The Company estimates the volatility of its Private Warrants and Earn-out liabilities based on the historical volatility of the Company's Common Stock.

During the three months ended March 31, 2025, the vesting condition for the Promote Sponsor Vesting Shares was satisfied, and the underlying earn-out liability (Refer to Note 8 for Earn-out liabilities) was adjusted to fair value using the closing market price of the Company's Common Stock on the vesting date. The earn-out liability for the Promote Sponsor Vesting Shares as of the February 6, 2025 vesting date of $32.9 million was recorded to additional paid-in capital.

Previously, the Company used the implied volatility of its Public Warrants in its valuation models for the Private Warrants and Earn-out liabilities. As of December 31, 2024, the Company used the historical volatility of its Common Stock for these valuation models because the implied volatility of the Public Warrants was no longer meaningful due to the rapid increase in the price of the Public Warrants during the fourth quarter of 2024. There were no other changes in fair value measurement techniques during the three months ended March 31, 2025 or March 31, 2024.

During the three months ended March 31, 2025, 545,401 Private Warrants, a Level 3 measurement, were converted to Public Warrants, a Level 1 measurement. As of the date of conversion, the transfer of the Private Warrants to Public Warrants had a favorable $3.3 million impact on the Company's net income for the three months ended March 31, 2025. Current estimates of fair value may differ from the amounts presented.

A summary of the changes in the fair value of the Company's Level 3 financial instruments during the three months ended March 31, 2025, and March 31, 2024 is as follows (in thousands):

	Derivative Warrant Liability - Private Warrants	Earn-out Liabilities
Balance – December 31, 2024	$ 22,830	$ 45,897
Change in fair value - three months ended March 31, 2025	(7,760)	(8,837)
Vesting of Promote Sponsor Vesting Shares	—	(32,946)
Transfer of Private Warrants to Public Warrants	(7,316)	—
Balance – March 31, 2025	$ 7,754	$ 4,114
Balance – December 31, 2023	$ 1,604	$ 2,155
Change in fair value - three months ended March 31, 2024	1,505	1,621
Balance – March 31, 2024	$ 3,109	$ 3,776

(6) Financing Arrangements

Loan and Security Agreement

On June 21, 2024, (the "Amendment Date"), the Company entered into the Amended and Restated Loan and Security Agreement (the "Amended Loan Agreement"), by and between Trinity Capital Inc., as lender (the "Lender"), and Rigetti & Co, LLC and Rigetti Intermediate LLC, as borrowers, which amended and restated in its entirety the Company's existing loan and security agreement, dated as of March 10, 2021 (as amended from time to time, the "Existing Loan Agreement"). The economic terms and cash flows of the Term Loans (defined below) remain unchanged under the Amended Loan Agreement.

Under the Existing Loan Agreement, the Company drew $12.0 million in March 2021, $8.0 million in May 2021, $7.0 million in November 2021 and $5.0 million in January 2022 (collectively, the "Term Loans"). The outstanding principal balance of the Term Loans as of the Amendment Date was $16.2 million. Each Term Loan was to be amortized in equal monthly installments through 48 months following the disbursement date of each Term Loan (each, a "Maturity Date"), with interest at a rate equal to the greater of 11% or the US Prime Rate plus 7.50% per annum, payable monthly.

The Company had the right to prepay the outstanding Term Loans, in whole or in part, subject to a prepayment premium that remains unchanged from the Existing Loan Agreement. In addition, the Company was required to pay on the respective Maturity Date, or the date of an earlier prepayment, a final payment fee equal to 2.75% of the aggregate original principal amount of the Term Loans, which remains consistent with the Existing Loan Agreement. The final payment fees were being accreted and amortized into interest expense using the effective interest rate method over the term of the loan.

On December 9, 2024, the Company prepaid in full all amounts owed under the Amended Loan Agreement. The Company prepaid an aggregate of $9.5 million in outstanding principal balance, final payment fees of $0.9 million, plus accrued interest and a prepayment premium aggregating $0.1 million.

During the three months ended March 31, 2024, the Company recorded interest expense of $1.1 million, which included accretion of the end-of-term liability, amortization of the commitment fee asset and amortization of debt issuance costs totaling $0.3 million. The effective interest rate for all tranches of the debt was approximately 22.5% as of March 31, 2024.

(7) Warrants

Each whole Public Warrant and Private Warrant entitles the holder to purchase one share of Common Stock at a price of $11.50 per whole share, subject to adjustment as discussed below. Pursuant to the warrant agreement, a warrant holder may exercise its warrants only for a whole number of shares of Common Stock. The warrants will expire on March 2, 2027 at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

Public Warrants

When the price per share of the Company's Common Stock equals or exceeds $18.00, the Company may redeem the outstanding warrants in whole and not in part, at a price of $0.01 per warrant as follows (except as described herein with respect to the Private Warrants):

- upon a minimum of 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the closing price of the shares of the Company's Common Stock equals or exceeds $18.00 per share on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

If the foregoing conditions are satisfied and the Company issues a notice of redemption of the warrants, each warrant holder will be entitled to exercise its warrant prior to the scheduled redemption date. Any such exercise would not be done on a "cashless" basis and would require the exercising warrant holder to pay the exercise price in cash for each warrant being exercised. The price of the shares of the Company's Common Stock may fall below the $18.00 redemption trigger price as well as the $11.50 warrant exercise price after the redemption notice is issued.

When the price per share of the Company's Common Stock equals or exceeds $10.00, the Company may redeem the outstanding warrants in whole and not in part, at a price of $0.10 per warrant as follows (except as described herein with respect to the Private warrants):

- upon a minimum of 30 days' prior written notice of redemption provided that holders will be able to exercise their warrants on a cashless basis prior to redemption as described below; and

- if, and only if, the closing price of the Company's Common Stock equals or exceeds $10.00 per share on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

Beginning on the date the notice of redemption is given until the warrants are redeemed or exercised, holders may elect to exercise their warrants on a cashless basis and could potentially receive up to a maximum of 0.361 shares of Common Stock per warrant or a minimum of 0.034 shares of Common Stock per warrant. The number of shares of Common Stock that a warrant holder will ultimately receive upon a cashless exercise in connection with a redemption by the Company, is based on the fair market value of the Company's Common Stock on the redemption date, determined based on the volume weighted average price of the Company's Common Stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of the warrants, and the number of months that the corresponding redemption date precedes the expiration date of the warrants, as set forth in a table in the warrant agreement.

As of March 31, 2025 and December 31, 2024, Public Warrants issued and outstanding were 11,592,725 and 11,082,870, respectively (Refer to Note 5 for fair value measurement). The Public Warrants are accounted for as a derivative liability. The fair value of the Public Warrants is measured at each reporting period based on the listed price for the warrants, with subsequent changes in the fair value recognized in the condensed consolidated statement of operations at each reporting date.

During the three months ended March 31, 2025, 35,546 Public Warrants were exercised, each for one share of Common Stock, in exchange for cash proceeds of $11.50 per share. The proceeds from the warrant exercises of $0.4 million and the underlying Public Warrant derivative liabilities of $0.3 million on the exercise dates were recorded to additional-paid-in capital.

The calculated fair value of the derivative liability for the Public Warrants as of March 31, 2025 and December 31, 2024 were $31.8 million and $70.3 million, respectively. The change in the fair value of the Public Warrants included in the condensed consolidated statement of operations during the three months ended March 31, 2025 and March 31, 2024 was a gain of $45.5 million and a loss of $1.1 million, respectively.

Private Warrants

The Private Warrants have terms and provisions identical to those of the Public Warrants, including as to exercise price, exercisability and exercise period, except that if the Private Warrants are held by the initial purchasers, or such purchasers' permitted transferees, then the Private Warrants are not redeemable by the Company and may be exercised for cash or on a cashless basis. If the Private Warrants are held by someone other the initial purchasers or such purchasers permitted transferees, then the Private warrants become Public Warrants and are redeemable by the company and exercisable by such holders on the same basis as the Public Warrants.

As of March 31, 2025 and December 31, 2024, Private Warrants issued and outstanding were 1,446,701 and 1,992,102, respectively (Refer to Note 5 for fair value measurement). The Private Warrants are accounted for as a derivative liability. The fair value of the Private Warrants is determined using the Black-Scholes option-pricing model, with subsequent changes in the fair value recognized in the condensed consolidated statements of operations at each reporting date.

The calculated fair value of the derivative liability for the Private Warrants as of March 31, 2025 and December 31, 2024 was $7.8 million and $22.8 million, respectively. The change in the fair value of the Private Warrants included in the condensed consolidated statements of operations during the three months ended March 31, 2025 and March 31, 2024 was a gain of $7.8 million and loss of $1.5 million, respectively.

Significant inputs into the Black-Scholes option-pricing models used to value the Private Warrants at March 31, 2025 and December 31, 2024 are as follows:

Valuation Assumptions	March 31, 2025	December 31, 2024
Stock Price	$ 7.92	$ 15.26
Strike Price	$ 11.50	$ 11.50
Volatility (annual) (%)	156.00%	140.00%
Risk-free rate (%)	3.86%	4.21%
Estimated time to expiration (years)	1.92	2.17
Dividend yield (%)	—	—

Equity Classified Warrants

Series C Preferred Stock Financing Warrants

During 2020, a subsidiary of Legacy Rigetti issued and sold an aggregate of 54.5 million shares of its Series C Preferred Stock at a purchase price of $1.15 per share, for an aggregate purchase price of $56.2 million (the "Series C Preferred Stock Financing"). In conjunction with the Series C Preferred Stock Financing, the Company issued a total of 5,248,183 warrants to purchase Class A Common Stock to the Series C investors (the "Series C Warrants"). The Series C Warrants have a $0.01 per share exercise price and a 10-year term to expiration. The Series C Warrants can be exercised for cash or on a cashless basis.

The Company determined that the Series C Warrants met the requirements for equity classification under ASC 480 and ASC 815. The Company estimated the fair value of the Series C Warrants using the Black-Scholes model and allocated approximately $1.2 million in proceeds from the Series C Preferred Stock to the value of the Series C Warrants on a relative fair value basis, which was recorded to additional paid in capital.

During the three months ended March 31, 2025, 11,122 Series C Warrants were exercised, each for one share of Common Stock, in exchange for cash proceeds of $0.01 per share. The proceeds from the warrant exercises were recorded to additional-paid-in capital. As of March 31, 2025 and December 31, 2024, Series C Warrants issued and outstanding were 782,678 and 793,800, respectively.

Customer Warrant

In February 2020, the Company issued a warrant to purchase 2,680,607 shares of Class A Common Stock to a customer in conjunction with a revenue arrangement (the "Customer Warrant"). The Customer Warrant has an exercise price of $1.152 per share and has a 10-year term to expiration. The Customer Warrant vests upon the achievement of certain performance conditions (i.e., sales milestones) defined in the agreement, and upon a change of control, either 50% or 100% of the then unvested Customer Warrant will become fully vested, dependent on the acquiring party in the change of control transaction. The Customer Warrant can be exercised for cash or on a cashless basis. The Customer Warrant was assumed by the Company in connection with the Business Combination and converted into a warrant to purchase shares of Common Stock.

The Company followed the guidance in ASC 718 and ASC 606 for the accounting of non-cash consideration payable to a customer. The Company determined that the Customer Warrant met the requirements for equity classification under ASC 718 and measured the Customer Warrant based on its grant date fair value, estimated to be $0.2 million. The Company recorded this amount as a deferred asset and additional paid in capital as of the issuance date, as the Company believes it is probable that all performance conditions (i.e., sales milestones) in the Customer Warrant will be met. As of both March 31, 2025 and December 31, 2024, the deferred asset balance outstanding is approximately $0.1 million, which will be recognized as a reduction in revenue in future periods.

The vesting status of the Customer Warrant is as follows:

	March 31, 2025	December 31, 2024
Vested Customer Warrant shares	1,340,297	1,340,297
Unvested Customer Warrant shares	1,340,310	1,340,310
	2,680,607	2,680,607

(8) Earn-out Liabilities

Upon the closing of the Business Combination on March 2, 2022, SNII, Supernova Partners II LLC (the “Sponsor”) and SNII’s directors and officers (collectively the “Sponsor Holders”) subjected certain shares of Common Stock that they own (the “Sponsor Vesting Shares”) to forfeiture for a five-year period following the closing of the Business Combination, with vesting occurring only if thresholds related to the weighted average price of Common Stock are met as described below (the “Earn-out Triggering Events”). Any such shares held by the Sponsor Holders that have not vested by the fifth anniversary of the closing of the Business Combination will be forfeited.

Sponsor Vesting Shares – Vesting Provisions:

(i) 2,479,000 shares of Common Stock held by the Sponsor Holders became unvested and subject to forfeiture as of the closing of the Business Combination and will only vest if, during the five year period following the closing of the Business Combination, the volume weighted average price of Common Stock equals or exceeds $12.50 for any twenty trading days within a period of thirty consecutive trading days (such shares, the “Promote Sponsor Vesting Shares”), and

(ii) 580,273 shares of Common Stock held by the Sponsor Holders became unvested and subject to forfeiture as of the closing of the Business Combination and will only vest if, during the five year period following the closing of the Business Combination, the volume weighted average price of Common Stock equals or exceeds $15.00 for any twenty trading days within a period of thirty consecutive trading days (such shares, the “Sponsor Redemption-Based Vesting Shares,” and, collectively with the Promote Sponsor Vesting Shares, the “Sponsor Vesting Shares”). Any such shares held by the Sponsor Holders that remain unvested after the fifth anniversary of the closing of the Business Combination will be forfeited.

During the three months ended March 31, 2025, the vesting condition for the Promote Sponsor Vesting Shares was satisfied, and the underlying earn-out liability was adjusted to fair value using the closing market price of the Company’s Common Stock on the vesting date. The earn-out liability for the Promote Sponsor Vesting Shares as of the February 6, 2025 vesting date of $32.9 million was recorded to additional paid-in capital.

The Earn-out liabilities related to the unvested Sponsor Vesting Shares are adjusted to fair value each reporting period using the Monte Carlo simulation model until such time as the Earn-Out Triggering Events are achieved or the Sponsor Vesting Shares are forfeited.

The calculated fair value of the Earn-out liabilities with respect to the unvested Sponsor Vesting Shares as of March 31, 2025 and December 31, 2024 were $4.1 million and $45.9 million, respectively. The change in the fair value of the Earn-out liabilities included in the condensed consolidated statements of operations during the three months ended March 31, 2025 and March 31, 2024 was a gain of $8.8 million and a loss of $1.6 million, respectively.

Significant inputs into the Monte Carlo simulation models as of March 31, 2025 and December 31, 2024 were as follows:

Valuation Assumptions	March 31, 2025	December 31, 2024
Stock price	$ 7.92	$ 15.26
Simulated trading days	484	542
Annual volatility (%)	156.00%	140.00%
Risk-free rate (%)	3.86%	4.21%
Estimated time to expiration (in years)	1.92	2.17

(9) Stockholders’ Equity

As of March 31, 2025, the Company has reserved the following shares of Common Stock for issuance upon the conversion, exercise or vesting of the underlying instruments:

	Common Stock
Common Stock warrants	16,537,859
Stock-Based Awards—RSUs Outstanding	8,552,193
Stock-Based Awards—Options Outstanding	7,833,427
Total	32,923,479

At-the-Market Offering Agreement

On March 15, 2024, the Company entered into an At-the-Market ("ATM") Sales Agreement (the "ATM Agreement") with B. Riley Securities, Inc. and Needham & Company, LLC pursuant to which the Company sold, from time to time at its sole discretion, shares of its Common Stock having an aggregate offering price of $100 million.

During the three months ended March 31, 2024, the Company raised gross proceeds of $11.3 million from the sale of 6,645,982 shares of its Common Stock pursuant to the ATM Agreement, at a weighted average price of $1.69 per share. The net proceeds from the ATM offering during the three months ended March 31, 2024 were $11.0 million after deducting sales agent commissions of $0.3 million and offering expenses of less than $0.1 million. In the aggregate, during the year ended December 31, 2024, the Company raised gross proceeds of $100 million pursuant to the ATM offering from the sale of 68,809,485 shares of its Common Stock at a weighted average price of $1.45 per share. As a result, as of March 31, 2025, there were no remaining shares available for sale under the ATM Agreement.

Common Stock Purchase Agreement

The Company entered into a Common Stock Purchase Agreement (the "Purchase Agreement") with B. Riley Principal Capital II, LLC ("B. Riley") on August 11, 2022 pursuant to which the Company was able to issue and sell to B. Riley the lesser of i) $75.0 million in aggregate gross purchase price of newly issued shares of the Company's Common Stock or ii) an amount not to exceed 23,648,889 shares of Common Stock (such number of shares equal to approximately 19.99% of the aggregate number of shares of Common Stock issued and outstanding immediately prior to the execution of the agreement and inclusive of 171,008 shares of Common Stock issued to B. Riley on August 11, 2022 as consideration for entering into the Purchase Agreement).

In consideration of the parties entering into the foregoing agreement, the parties also entered into a Registration Rights Agreement on August 11, 2022, pursuant to which the Company provided B. Riley with registration rights with respect to such Common Stock and pursuant to which the Company filed a registration statement covering the resale of such Common Stock.

During the three months ended March 31, 2024, the Company received proceeds of $12.8 million from the issuance and sale of 10,056,799 shares of Common Stock to B. Riley under the Purchase Agreement. As of March 31, 2025, there were no remaining shares available for sale under the Purchase Agreement; as a result, the Purchase Agreement has terminated.

(10) Share-Based Compensation

2013 Equity Incentive Plan

In 2013, the Company adopted the 2013 Equity Incentive Plan (the "2013 Plan") which provided for the grant of qualified incentive stock options ("ISOs") and nonqualified stock options ("NSOs"), restricted stock, restricted stock units ("RSUs") or other awards to the Company's employees, officers, directors, advisors, and outside consultants. After the Business Combination became effective on March 2, 2022, no additional awards were issued under the 2013 Plan. Awards outstanding under the 2013 Plan will continue to be governed by such plan; however, the Company will not grant any further awards under the 2013 Plan.

2022 Equity Incentive Plan

In connection with the Business Combination, the shareholders approved the Rigetti Computing, Inc. 2022 Equity Incentive Plan (the "2022 Plan") which provides for the grant of ISOs, NSOs, stock appreciation rights, restricted stock awards, RSUs, performance awards and other forms of awards to employees, directors, and consultants, including employees and consultants of the Company's affiliates. As of March 31, 2025, there were 35,634,917 shares of Common Stock reserved for issuance under the 2022 Plan, of which 20,959,650 shares remain available for future issuance. The number of shares reserved for issuance under the 2022 Plan will automatically increase on January 1st of each year for a period of nine years commencing on January 1, 2023 and ending on (and including) January 1, 2032, in an amount equal to 5% of the total number of shares of Common Stock of all classes outstanding on a fully diluted basis on December 31st of the preceding year; provided, however, that the board of directors of the Company may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock. Accordingly, as of January 1, 2025, the number of shares of Common Stock reserved for issuance under the "2022 Plan" was increased by 15,972,015 shares.

Stock Option Activity

The following is a summary of stock option activity during the three months ended March 31, 2025:

	Options Outstanding	Weighted Average Exercise Price Per Share	Weighted-Average Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2024	8,131,235	$ 1.01	8.04	$ 115,878
Granted	—	—		
Exercised	(297,808)	1.10		3,126
Forfeited and expired	—	—		
Outstanding and expected to vest, March 31, 2025	7,833,427	$ 1.01	7.84	$ 54,163
Exercisable, March 31, 2025	4,223,918	$ 0.76	6.95	$ 30,231

The Company's outstanding stock options generally have exercise prices equal to fair market value on the date of grant, expire after ten years and have service-based vesting conditions ranging from 1-5 years, except that 500,000 stock options granted in 2022 had a market-based vesting condition tied to the Company's Common Stock price. The vesting condition with respect to the market-based stock option grants was satisfied in January 2025.

The intrinsic value of an option is the amount by which the market price of the underlying Common Stock exceeds the option's exercise price. The intrinsic value of stock options exercised during the three months ended March 31, 2025 and March 31, 2024 was $3.1 million and $0.3 million, respectively. The Company received proceeds from stock option exercises of $0.3 million and $0.1 million during the three months ended March 31, 2025 and March 31, 2024, respectively.

Stock-based compensation expense related to stock options granted to employees was $0.5 million and $0.4 million for the three months ended March 31, 2025 and March 31, 2024, respectively. As of March 31, 2025, the unrecognized compensation expense related to unvested stock options was $3.8 million, which is expected to be recognized over a weighted-average period of 2.10 years.

Fair Value of Stock Option Grants

The fair value of each stock option award is estimated on the grant date using the Black-Scholes option-pricing model. No stock options were granted during the three months ended March 31, 2025. The weighted-average grant date fair value of stock options granted during the three months ended March 31, 2024 was $1.74 per share. The valuation assumptions used as inputs to the Black-Scholes option-pricing to value the Company's service-based stock options include expected volatility for the Company's Common Stock, the expected term of the stock options granted, the assumed dividend yield and the risk free interest rate at the time of grant.

For the first nine months of 2024, expected volatility for the Company's Common Stock was determined based on a blended average of the historical volatility of a peer group of similar public companies, the historical volatility of the Company's Common Stock and the implied volatility from the Company's Public Warrants. For the last three months of 2024, expected volatility for the Company's Common Stock was determined based on a one-third weighting of the historical volatility of a peer group of similar public companies and a two-thirds weighting of the historical volatility of the Company's Common Stock. The implied volatility from the Company's Public Warrants was excluded because the calculation did not produce a meaningful result. The Company has not been public for a sufficient length of time to derive expected volatility solely from trading in its Common Stock.

The expected term of stock options granted was calculated using the simplified method, which represents the average of the contractual term and the weighted-average vesting period of the option. The Company uses the simplified method because it does not have sufficient historical exercise data for its options to provide a reasonable basis upon which to estimate the expected term.

The assumed dividend yield is based upon the Company's expectation of not paying dividends in the foreseeable future. The risk-free rate is based upon the U.S. Treasury yield curve in effect at the time of grant for the period equivalent to the expected term of the stock option. In determining the exercise prices for stock options granted, the Company's board of directors has utilized the fair value of the Common Stock as of the grant date.

Before the Business Combination, the fair value of the Common Stock had been determined by the board of directors at each award grant date based upon a variety of factors, including the results obtained from an independent third-party valuation, the Company's financial position and historical financial performance, the status of technological developments within the Company, the composition and ability of the current engineering and management team, an evaluation or benchmark of the Company's competition, the current business climate in the marketplace, the illiquid nature of the Company's Common Stock, arm's-length sales of the Company's capital stock, the effect of the rights and preferences of the preferred shareholders, and the prospects of a liquidity event, among others.

RSUs

The following is a summary of RSU activity during the three months ended March 31, 2025:

	Shares	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2024	11,177,661	$ 1.53
Granted	551,432	7.91
Vested	(3,083,600)	1.28
Forfeited	(93,300)	1.93
Non-vested at March 31, 2025	8,552,193	$ 2.03

The Company's RSUs generally have service-based vesting conditions ranging from 1-4 years, except that 3,850,000 RSUs granted in 2023 had a market-based vesting condition tied to the Company's stock price. Based upon the terms of such awards, 50% of the shares became vested when the Company's Common Stock traded at or above $2.00 per share and the other 50% of the shares became vested when the Company's Common Stock traded at or above $4.00 per share, for 20 out of 30 trading days through the fifth anniversary of the grant date. The $2.00 per share vesting condition was satisfied in December 2024, and the $4.00 per share vesting condition was satisfied in January 2025.

The income tax withholding obligation for all RSUs are satisfied through the sale of shares into the market, otherwise known as Sell-To-Cover ("STC"). The STC transaction and the income tax withholding remittance for the market-based RSUs that vested in December 2024 took place on December 30, 2024. The $6.3 million proceeds from the STC were received by the Company on January 2, 2025, and is included in other current assets in the accompanying balance sheet as of December 31, 2024.

The aggregate fair value of outstanding RSUs based on the closing share price of the Company's Common Stock as of March 31, 2025 and March 31, 2024 was $67.7 million and $15.5 million, respectively. The aggregate fair value of RSUs that vested based on the closing price of the Company's Common Stock on the vesting date during the three months ended March 31, 2025 and March 31, 2024 was $29.0 million and $2.1 million, respectively.

Fair Value of RSUs Awards

The number of service-based RSUs granted during the three months ended March 31, 2025 and March 31, 2024 was 551,432 and 640,730, respectively. The service-based RSUs vest over periods ranging from 1-4 years and require continuous employment.

The weighted-average grant date fair value of the service-based RSUs granted during the three months ended March 31, 2025 and March 31, 2024 was $7.91 and $2.03 per share, respectively. The fair value of the service-based RSUs was calculated based on the fair market value of the Company's Common Stock on the date of grant.

Stock-based compensation expense related to RSUs granted to employees was $3.7 million and $2.6 million for the three months ended March 31, 2025 and March 31, 2024, respectively. As of March 31, 2025, the unrecognized compensation expense related to unvested RSUs was $14.8 million, which is expected to be recognized over a weighted-average period of 1.97 years.

Summarized Stock-Based Compensation Expenses

The table below summarizes total stock-based compensation expenses for the three months ended March 31, 2025 and March 31, 2024 (in thousands):

	Three months ended March 31,	
	2025	2024
Research and development	$ 3,021	$ 1,927
Selling, general and administrative expenses	1,153	1,064
Total stock-based compensation expenses	$ 4,174	$ 2,991

(11) Revenue Recognition

The following tables depict the disaggregation of revenue according to the type of good or service and timing of transfer of goods or services for the three months ended March 31, 2025 and 2024 (in thousands):

	Three months ended March 31, 2025	Three months ended March 31, 2024
Collaborative research and professional services	$ 1,332	$ 2,837
Access to quantum computing systems	140	215
	$ 1,472	$ 3,052

	Three months ended March 31, 2025	Three months ended March 31, 2024
Revenue recognized at a point in time	$ —	$ —
Revenue recognized over time	1,472	3,052
	$ 1,472	$ 3,052

Selected condensed consolidated balance sheet line items that reflect accounts receivable, contract assets and liabilities as of March 31, 2025, December 31, 2024 and December 31, 2023 were as follows (in thousands):

	March 31, 2025	December 31, 2024	December 31, 2023
Trade receivables	$ 677	$ 1,498	$ 2,650
Unbilled receivables	$ 391	$ 929	$ 2,379
Current portion of deferred revenue	$ (147)	$ (113)	$ (343)
Deferred revenue, less current portion	$ (698)	$ (698)	$ —

Changes in deferred revenue from contracts with customers were as follows:

	Three months ended March 31, 2025	Three months ended March 31, 2024
Balance at beginning of period	$ (811)	$ (343)
Deferral of revenue	(110)	—
Recognition of deferred revenue	76	214
Total deferred revenue at end of period	$ (845)	$ (129)
Current portion of deferred revenue	$ (147)	$ (129)
Deferred revenue, less current portion	$ (698)	$ —

Amounts recognized as revenue from beginning contract liabilities during the three months ended March 31, 2025 and March 31, 2024 totaled $0.1 million and $0.2 million, respectively. Remaining performance obligations represent the portion of the transaction price that has not yet been satisfied or achieved. As of March 31, 2025, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately $1.2 million. The Company expects to recognize estimated revenues related to performance obligations that are unsatisfied (or partially satisfied) during the next twelve months, except for the non-current portion of deferred revenue of $0.7 million.

The Company has not identified any costs that are incremental to the acquisition of customer contracts that would be capitalized as deferred costs on the balance sheet. Accordingly, the Company does not have any capitalized contract fulfillment costs as of March 31, 2025 or December 31, 2024.

(12) Segments, Geographical Information, Concentrations and Significant Customers

In addition to consolidated net income (loss), our Chief Operating Decision Maker (CODM), the Chief Executive Officer, reviews and utilizes natural expenses such as employee wages and benefits at a consolidated level and capital expenditures including fixed asset additions to manage the Company's operations and strategic growth initiatives. The measure of segment assets is reported in the balance sheet as total consolidated assets. The following table sets forth our segment information of revenue, expenses and net income (loss) (in thousands):

	Three months ended March 31,	
	2025	2024
Revenue	$ 1,472	$ 3,052
Less:		
Salaries and employee related costs	8,932	6,738
Stock-based compensation	4,174	2,991
Rent and facilities	1,339	1,883
Professional services and legal fees	2,913	1,687
Technology & IT costs	1,323	1,047
Direct and indirect materials	693	406
Depreciation and amortization expense	1,829	1,787
Interest expense	—	1,107
Other segment items[1]	(62,350)	6,179
Segment and net income (loss)	$ 42,619	$ (20,773)

[1] Other segment items include interest income, changes in fair value of derivative warrant liabilities and earnout liabilities and other operational expenses which are reflected in the condensed consolidated statements of operations.

The following table presents a summary of our segment fixed asset additions (in thousands):

	Three months ended March 31,	
	2025	2024
Quantum computing fridges	$ 1,712	$ 1,060
Process equipment	462	6
Leasehold improvements	84	17
IT Hardware	89	98
Construction in progress and other assets	1,065	802
Total property and equipment	$ 3,412	$ 1,983

The following table presents a summary of revenue by geography (in thousands):

	Three months ended March 31,	
	2025	2024
United States	$ 385	2,159
Europe	1,013	893
Asia and Others	74	—
Total revenue	$ 1,472	3,052

Revenues from external customers are attributed to individual countries based on the physical location in which the services are provided or the particular customer location with whom the Company has contracted.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and trade accounts receivable. The Company's cash and cash equivalents are placed with high-credit-quality financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents.

Significant customers that represent 10% or more of revenue are set forth in the following tables:

	Three months ended March 31, 2025	Three months ended March 31, 2024
Customer A	*	17%
Customer B	14%	11%
Customer C	69%	29%
Customer D	*	27%

* Customer accounted for less than 10% of revenue in the respective periods.

During the three months ended March 31, 2025 and 2024, sales to government entities comprised 89.5% and 97.4% of the Company's total revenue, respectively.

Significant customers that represent 10% or more of accounts receivable are set forth in the following tables:

	March 31, 2025	December 31, 2024
Customer A	19%	*
Customer B	57%	15%
Customer C	21%	23%
Customer D	*	26%
Customer E	*	31%

* Customer accounted for less than 10% of accounts receivable in the respective periods.

(13) Net Income (Loss) Per Share

The following table presents the calculation of basic and diluted net income (loss) per share attributable to common stockholders (in thousands, except for per share amounts):

	Three months ended March 31, 2025	Three months ended March 31, 2024
Numerator:		
Net Income/ (loss) used in computing basic earnings per share	$ 42,619	$ (20,773)
Less: Vesting of Promote Sponsor Vesting Shares	(4,363)	-
Net Income/ (loss) for diluted earnings per share	$ 38,256	$ (20,773)
Denominator:		
Weighted-average shares outstanding - basic	284,698	151,855
Weighted-average effect of potentially dilutive securities:		
Common stock options	6,903	—
RSUs	7,801	—
Vesting of Promote Sponsor Vesting Shares	992	—
Vested Customer Warrants	1,201	—
Weighted-average shares outstanding - diluted	301,595	151,855
Net income (loss) per share - basic	$ 0.15	$ (0.14)
Net income (loss) per share - diluted	$ 0.13	$ (0.14)

During the three months ended March 31, 2025, the vesting condition for the Promote Sponsor Vesting Shares was satisfied (Refer to Note 8 for Earn-out liabilities). For the three months ended March 31, 2025, the Promote Sponsor Vesting Shares have been included in the computation of basic net income per share from the February 6, 2025 vesting date and have been included in the computation of diluted net income per share from the beginning of the period. The underlying gain from the change in the fair value of the Promote Sponsor Vesting Shares has been excluded from the computation of diluted net income per share for the three months ended March 31, 2025 because the underlying shares have been included in the computation from the beginning of the period. For the three months ended March 31, 2025 and March 31, 2024, the number of Sponsor Vesting Shares excluded from the computations of basic and diluted net income (loss) per share because the vesting conditions had not been satisfied totaled 580,273 and 3,059,273 shares, respectively.

The weighted-average common shares outstanding for the three months ended March 31, 2025 and March 31, 2024 include 791,576 and 972,578 weighted-average shares for warrants having an exercise price of $0.01 per share each, respectively.

The Company excluded the following potentially dilutive securities from the computations of diluted net income (loss) per share because their effect would be anti-dilutive:

	Three months ended March 31,	
	2025	2024
Common Stock warrants (1)	13,074,574	14,450,417
Stock Options	-	7,308,084
Restricted Stock Units	-	10,152,106
	13,074,574	31,910,607

(1) The number of outstanding warrants as of both March 31, 2025 and March 31. 2024 does not include 1,340,310 unvested Customer Warrants.

(14) Income Taxes

The effective tax rate differs from the statutory rate, primarily due to the Company's history of incurring losses which have not been benefited, write-off of federal and state net operating loss carryforwards and research and development tax credit carryforwards under Internal Revenue Code (IRC) section 382 limitation, stock-based compensation and other permanent differences, including gains and losses on derivative warrant and earn-out liabilities.

The Company has deferred tax assets as a result of temporary differences between the taxable income on its tax returns and GAAP income, R&D tax credit carry forwards and federal and state net operating loss carry forwards. A deferred tax asset generally represents future tax benefits to be received when temporary differences previously reported in the Company's condensed consolidated financial statements become deductible for income tax purposes, when net operating loss carry forwards could be applied against future taxable income, or when tax credit carry forwards are utilized in the Company's tax returns. Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net U.S. federal and state deferred tax assets have been fully offset by a valuation allowance.

Under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's federal net operating loss carryforwards and research and development tax credit carryforwards, and other tax attributes are subject to annual limitation because of prior cumulative changes in the Company's ownership and may be further limited in the future if additional ownership changes occur. Similar rules apply under state tax laws. These ownership changes limit the amount of net operating loss carryforwards and research and development tax credit carryforwards that can be utilized annually to reduce the Company's federal and state income tax liabilities, if any. Such annual limitations could result in the expiration of the net operating loss carryforwards and research and development tax credit carryforwards before their utilization.

The Company has incurred a cumulative pre-tax loss for the past three years. The Company expects that it will continue to incur losses for income tax purposes for the foreseeable future, and will continue to carry a full valuation allowance for its deferred tax assets. Accordingly, the Company did not record an income tax provision for either the three months ended March 31, 2025 or the three months ended March 31, 2024.

(15) Collaborative Arrangements

On February 27, 2025, the Company entered into a Collaboration Agreement (the "Collaboration Agreement") with Quanta Computer Inc., a Taiwan corporation ("Quanta"). The term of the Collaboration Agreement is for five years, subject to cancellation under certain circumstances. As a result of this transaction, there was no impact to the condensed consolidated financial statements as of and for the three months ended March 31, 2025.

Pursuant to the Collaboration Agreement, during the five year period following February 27, 2025, the Company has agreed it will invest at least $250.0 million in the field of quantum computing, in furtherance of its product roadmap, and Quanta has agreed it will invest at least $250.0 million in the field of quantum computing, and the investment by Quanta will be towards personnel and capital expenditures for developing products and services and manufacturing capability in furtherance of the Company's product roadmap. No equity or joint venture was formed under the Collaboration Agreement and costs by the Company incurred under the Collaboration Agreement will be accounted for in accordance with GAAP as incurred.

Under the Collaboration Agreement, the Company will retain all rights, title and ownership to all QPU Technology (as defined in the Collaboration Agreement) and related intellectual property (IP) rights created in the course of activities specified in a statement of work under the Collaboration Agreement. Other than the QPU Technology and IP rights described above, to the extent there is any jointly created, invented or other developed technology in the course of the performance of activities specified in a statement of work under the Collaboration Agreement, the Company and Quanta will jointly own, and each party will hold a one-half undivided interest in, all such joint project technology and all newly-created or newly-arising IP rights with respect thereto.

In connection with the Collaboration Agreement, on February 27, 2025, the Company entered into a securities purchase agreement with Quanta, pursuant to which the Company agreed to sell and issue to Quanta in a private placement transaction 3,020,412 shares of its Common Stock at a price per share of approximately $11.59, for an aggregate value of approximately $35.0 million. The price per share was based on the volume weighted-average price of the Company's Common Stock for the 15 trading days prior to February 27, 2025. The private placement transaction, which was subject to regulatory clearance, closed on April 29, 2025. In connection with the private placement transaction, Quanta entered into a board observer and confidentiality agreement under which it has the option and right to appoint a single representative to attend certain meetings of the board of directors of the Company, subject to exceptions, in a non-voting observer capacity. The securities purchase agreement also contains a lock-up provision prohibiting Quanta from selling any of the shares of the Company's Common Stock acquired in the securities purchase agreement for a three year period following the closing of the private placement transaction.

(16) Commitments and Contingencies

Legal Proceedings

From time to time, the Company is party to litigation and other legal proceedings in the ordinary course of business. While the results of any litigation or other legal proceedings are uncertain, the Company is not currently a party to any material legal proceedings that, if determined adversely to the Company, would individually or taken together have a material adverse effect on the Company's business, financial position, results of operations or cash flows. The Company accrues loss contingencies when it is both probable that a loss will be incurred and when the amount of the loss or range of loss can be reasonably estimated.

Indemnification Provisions

The Company's agreements include provisions indemnifying customers against intellectual property and other third-party claims. In addition, the Company has entered into indemnification agreements with its directors, executive officers and certain other officers that require the Company, among other things, to indemnify them against certain liabilities that may arise as a result of their affiliation with the Company. The Company has not incurred any costs as a result of such indemnification obligations and has not recorded any liabilities related to such obligations in the condensed consolidated financial statements.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management’s Discussion and Analysis of Financial Condition and Results of Operations section should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion and analysis contains forward-looking statements, such as statements of our plans, objectives, expectations and intentions. Any statements that are not statements of historical fact are forward-looking statements. When used, the words “believe,” “plan,” “intend,” “anticipate,” “target,” “estimate,” “expect,” “will,” “continue,” “project,” “forecast,” “goal,” “should,” “could,” “would,” “potential,” and the like, and/or future tense or conditional constructions (“will,” “may,” “could,” “should,” etc.), or similar expressions, identify certain of these forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including those described under Part I “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, as updated under Part II “Item 1A. Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. Our actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors. See “Cautionary Note Regarding Forward-Looking Statements” elsewhere in this Quarterly Report on Form 10-Q.

For purposes of this discussion, “Rigetti,” “the Company,” “we,” “us” or “our” refer to Rigetti Computing, Inc. and its subsidiaries unless the context otherwise requires.

Overview

We build quantum computers and the superconducting quantum processors that power them. We believe quantum computing represents one of the most transformative emerging capabilities in the world today. By leveraging quantum mechanics, we believe our quantum computers process information in fundamentally new, more powerful ways than classical computers. When scaled, it is anticipated that these systems will be poised to solve problems of staggering computational complexity at unprecedented speed.

With the goal of unlocking this opportunity, we have developed the world’s first multi-chip quantum processor for scalable quantum computing systems. We believe that this patented and patent pending, modular chip architecture is the building block for new generations of quantum processors that we expect to achieve a clear advantage over classical computers. Our long-term business model centers on revenue generated from sales of quantum processing units (QPUs) and quantum computing systems made accessible via the cloud in the form of Quantum Computing as a Service (“QCaaS’) products. However, the substantial majority of our revenues are derived from development contracts, and we anticipate this market opportunity will continue to represent an important source of revenue for at least the next several years as we work to ramp up sales of QPUs and our QCaaS business. Additionally, we are working to further develop a revenue stream and forging important customer relationships by entering into technology development contracts with various partners.

We are a vertically integrated company. We operate Fab-1, a wafer fabrication facility dedicated to prototyping and producing our quantum processors. Through Fab-1, we own the means of production of our breakthrough multi-chip quantum processor technology. We leverage our chips through a full-stack product development approach, from quantum chip design and manufacturing through cloud delivery. We believe this full-stack development approach offers both the fastest and lowest risk path to building commercially valuable quantum computers.

We have been generating revenue since 2018 through partnerships with government agencies and commercial organizations; however, we have incurred significant operating losses since inception. Our net losses were $201.0 million and $75.1 million for the years ended December 31, 2024 and December 31, 2023, respectively. We incurred an operating loss for the three months ended March 31, 2025. We expect to continue to incur additional losses for the foreseeable future as we invest in research, development, and infrastructure consistent with our long-term business strategy. As of March 31, 2025, we had an accumulated deficit of $512.1 million.

Based on our forecasts, we believe that our existing cash, cash equivalents and available for sale investments should be sufficient to meet our anticipated operating cash needs for at least the next 12 months based on our current business plan, and expectations and assumptions considering current macroeconomic conditions. Our operating plans may change because of factors currently unknown, and we may need to seek additional funds sooner than planned, through public or private equity or debt financing or other sources, such as strategic collaborations or other transactions. In addition, we may seek additional capital even if we believe that we have sufficient funds for current or future operating plans.

In the fourth quarter of 2024, we announced the launch of our 84-qubit Ankaa-3 system, our newest flagship quantum computer featuring an extensive hardware redesign. We also achieved major two-qubit gate fidelity milestones with Ankaa-3: successfully halving error rates in 2024 to achieve a 99.0% median two-qubit iSWAP gate fidelity, as well as demonstrating a 99.5% median two-qubit fidelity with fSim gates. For more information on iSWAP gate fidelity and fSIM gates, see the section entitled "Our Technology—Our Superconducting Quantum Processors—Fidelity" in Part I, Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2024.

In 2025, we plan to introduce the next generation of our modular system architecture, while aiming to continue to increase fidelities. By mid-year 2025, we expect to release a 36-qubit system based on four 9-qubit chips tiled together, with a targeted 2x reduction in error rates from our error rates achieved at the end of 2024. By the end of 2025, we expect to release a system with over 100 qubits with a targeted 2x reduction in error rates from our error rates achieved at the end of 2024.

We believe that we will be able to achieve our plans for 2025 described above and elsewhere in this Quarterly Report on Form 10-Q; however, we face various risks and uncertainties relating to our business that could cause actual results to differ materially from our expectations stated herein. This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the section entitled "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024, as updated under Part II "Item 1A. Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q.

Quanta Collaboration Agreement

In February 2025, our wholly-owned subsidiary, Rigetti Sub, entered into a Collaboration Agreement with Quanta, whereby the parties may enter into written statements of work from time to time pursuant to which Quanta will develop Covered Components listed in such statement of work that meet the specifications and requirements provided by Rigetti Sub. "Covered Components" may include control systems, dilution refrigerators, flexible cables, and select other non-QPU components suitable for Rigetti Sub's quantum computing products. No statements of work were entered into by the parties in connection with the entry into the Collaboration Agreement. In addition, the parties have each agreed to invest at least $250 million over the next five years in the field of quantum computing (and Quanta's investment will be towards personnel and capital expenditures for developing products and services and manufacturing capability in furtherance of the Rigetti Sub product roadmap). No equity or joint venture was formed under the Collaboration Agreement and costs by the Company incurred under the Collaboration Agreement will be accounted for in accordance with GAAP as incurred.

Under the Collaboration Agreement, we will retain all rights, title and ownership to all QPU Technology (as defined in the Collaboration Agreement) and related intellectual property (IP) rights created in the course of activities specified in a statement of work under the Collaboration Agreement. Other than the QPU Technology and IP rights described above, to the extent there is any jointly created, invented or other developed technology in the course of the performance of activities specified in a statement of work under the Collaboration Agreement, the Company and Quanta will jointly own, and each party will hold a one-half undivided interest in, all such joint project technology and all newly-created or newly-arising IP rights with respect thereto.

In connection with the Collaboration Agreement, on February 27, 2025, we entered into a Securities Purchase Agreement with Quanta, pursuant to which we agreed to sell and issue to Quanta in a private placement transaction 3,020,412 shares of our Common Stock at a price per share of approximately $11.59, for an aggregate value of approximately $35.0 million. The private placement transaction, which was subject to regulatory clearance, closed on April 29, 2025.

Macroeconomic Considerations

Results of our operations have varied and may continue to vary based on the impact of changes in the domestic or global economy. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from changes in gross domestic product growth, inflation, interest rates, financial and credit market fluctuations, supply chain constraints, international trade policies including tariffs and export controls, national security interests, pandemics, political turmoil, natural catastrophes, warfare, and terrorist attacks in the United States or elsewhere, could negatively affect our business, including progress toward the development of quantum computing by increasing the cost of materials and components and our operating costs. It is not possible at this time to estimate the long-term impact that these and related events could have on our business, as the impact will depend on future developments, which are highly uncertain and cannot be predicted. If these conditions persist and deepen, we could experience an inability to access additional capital if needed, or our liquidity could otherwise be impacted, and the trading price of our Common Stock could decline.

For further discussion of the potential impacts of macroeconomic events on our business, financial condition, and operating results, see the section titled Part I “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, including the risk factor titled *“Unfavorable conditions in our industry or the global economy could limit our ability to grow our business and negatively affect our results of operations.”*

Key Components of Results of Operations

Revenue

We generate revenue through our development contracts, as well as from our sales of QPUs, and our QCaaS offerings and other services including training and provision of quantum computing components. Development contracts are generally multi-year, non-recurring arrangements pursuant to which we provide professional services regarding collaborative research in practical applications of quantum computing to technology and business problems within the customer’s industry or organization and assists the customer in developing quantum algorithms and applications to assist customers in areas of business interest.

Cost of Revenue

Cost of revenue consists primarily of all direct and indirect costs associated with sales of QPUs, QCaaS offerings and development contracts and other services, including materials, employee costs for program management and personnel associated with the delivery of goods and services to customers, and sub-contract costs for work performed by third parties. Cost of revenue also includes an allocation of facility costs, depreciation and amortization directly related to the development contracts and QCaaS offerings and other services.

Operating Expenses

Our operating expenses primarily consist of research and development, and selling, general and administrative expenses.

Research and Development

Research and development expenses include compensation, employee benefits, stock-based compensation, outside consultant fees, facility costs, depreciation and amortization, materials and components purchased for research and development. We expect research and development expenses to increase as we continue to invest in quantum computing and the superconducting quantum processors needed for quantum computers. We do not currently capitalize any research and development expenditures. Research and development costs are expensed as incurred.

Selling, General and Administrative

Selling, general and administrative expenses include compensation, employee benefits, stock-based compensation, insurance, facility costs, professional service fees, and other general overhead costs other than those associated with sales of QPUs and providing development contracts, QCaaS offerings and other services. We expect selling, general and administrative expenses to increase as we grow our business, particularly to the extent we are able to demonstrate the usefulness of quantum computers and achieve broad quantum advantage, and subsequently enhance our product and service offerings, expand our customer base, and implement new marketing strategies.

Provision for Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. We have recorded a full valuation allowance against our deferred tax assets.

Results of Operations

Comparison of the Three Months Ended March 31, 2025 and March 31, 2024

The following table sets forth our results of operations for the periods indicated (in thousands):

	Three months ended March 31,		2025 vs. 2024	
	2025	2024	$ Change	% Change
Revenue	$ 1,472	$ 3,052	$ (1,580)	(52)%
Cost of revenue	1,030	1,552	(522)	(34)%
Total gross profit	442	1,500	(1,058)	(71)%
Operating expenses:				
Research and development	15,455	11,471	3,984	35 %
Selling, general and administrative	6,619	6,614	5	NM %
Total operating expenses	22,074	18,085	3,989	22 %
Loss from operations	(21,632)	(16,585)	(5,047)	30 %
Other income (expense), net				
Interest expense	—	(1,107)	1,107	(100)%
Interest income	2,152	1,123	1,029	92 %
Change in fair value of derivative warrant liabilities	53,262	(2,583)	55,845	(2,162)%
Change in fair value of earn-out liabilities	8,837	(1,621)	10,458	(645)%
Total other income (expense), net	64,251	(4,188)	68,439	(1,634)%
Net income (loss) before provision for income taxes	42,619	(20,773)	63,392	(305)%
Provision for income taxes	—	—	—	
Net income (loss)	$ 42,619	$ (20,773)	$ 63,392	

*NM – Not Meaningful

Revenue

Revenue decreased by $1.6 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024. The decrease was mainly due to a $1.5 million reduction in revenue from collaborative research and professional services contracts. Our revenue has been negatively impacted by expiration of the National Quantum Initiative Act in September 2023 and its pending reauthorization in the United States Congress.

Our development contracts are typically fixed price milestone or cost share-based contracts and the timing and amounts of revenue recognized in any given period will vary significantly based on the delivery of the associated milestones and/or the work performed. The timing and delivery of sales of QPUs and QCaaS will also vary and impact revenue in any given quarterly or annual period. Revenue is expected to vary in terms of timing and size, resulting in significant fluctuations in revenue levels in future periods.

For the next few years, we expect much of our revenue to be generated from development contracts and anticipated sales of on-premises QPUs.

Cost of Revenue

Cost of revenue decreased by $0.5 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024. The decrease in cost of revenue during the current period was primarily due to lower revenue, partially offset by an unfavorable revenue mix.

Our cost of revenue and gross margins are impacted by the composition of our revenue and variability in the pricing and terms of our development contracts. During the three months ended March 31, 2025, we recognized revenue and cost of revenue from a contract to deliver a 24-qubit quantum computing system which has higher costs and a lower gross margin profile than most of our other contracts.

We expect that cost of revenue and total gross profit as a percentage of revenue will vary in future quarterly and annual periods due to changes in the composition of our revenue and variability in the pricing and terms of our development contracts.

Operating Expenses

Research and Development

Research and development expenses increased by $4.0 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024.

The increase in research and development expenses for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024, was mainly due to a $2.1 million increase in salaries and employee related costs, a $1.1 million increase in stock-based compensation and a $0.4 million increase in consulting charges. All other expenses increased by $0.4 million. The increase in salaries and employee related costs was due to annual salary increases, new hires, higher FICA taxes related to the vesting of restricted stock units and the increase in our stock price and a reduction in the amount of engineering time used to deliver revenue. The increase in stock-based compensation was mainly due to employee spot bonuses paid with restricted stock units. More consultants were used in the three months ended March 31, 2025, when compared to the three months ended March 31, 2024.

We anticipate that research and development expenditures will grow in the future as we continue to focus on our technology roadmap and long-term goal of achieving broad quantum advantage.

Selling, General and Administrative

Selling, general and administrative expenses increased by less than $0.1 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024. When comparing the three months ended March 31, 2025 to the three months ended March 31, 2024, increases in salaries and employee related costs of $0.1 million and legal costs of $0.7 million, mostly attributable to the Quanta Collaboration Agreement, were offset by a decrease in facilities costs of $0.7 million and all other costs of $0.1 million.

We expect selling, general and administrative expenses to increase over the longer term, particularly after we potentially achieve quantum advantage, and plan to subsequently enhance our sales and service offerings, expand our customer base, and implement new marketing strategies.

Other income and (expense), net

Interest expense

Interest expenses decreased by $1.1 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024. The reduction in interest expense was due to the prepayment of our outstanding debt with Trinity Capital Inc. in December 2024. A discussion regarding the debt prepayment is included in Note 6 to our condensed consolidated financial statements for the three months ended March 31, 2025, included elsewhere in this Quarterly Report on Form 10-Q.

Interest income

Interest income was $2.2 million and $1.1 million for the three months ended March 31, 2025 and the three months ended March 31, 2024, respectively. The increase in interest income during the three months ended March 31, 2025, when compared to the three months ended March 31, 2024, was due to an increase in the balances of our invested cash and available-for-sale investments resulting from our equity offerings in late 2024, and fluctuations in the rates of interest earned on our investments.

Change in Fair Value of Warrant Liabilities

A discussion of the change in the fair value of the warrant liabilities is included in Note 7 to our condensed consolidated financial statements for the three months ended March 31, 2025, included elsewhere in this Quarterly Report on Form 10-Q.

The change in fair value of our warrant liabilities for the three months ended March 31, 2025 was a gain of $53.3 million, compared to a loss of $2.6 million for the three months ended March 31, 2024. The gain for the three months ended March 31, 2025 was primarily due to the change in our stock price and related share price volatility.

Change in Fair Value of Earn-Out Liabilities

A discussion of the change in the fair value of the earn-out liabilities is included in Note 8 to our condensed consolidated financial statements for the three months ended March 31, 2025, included elsewhere in this Quarterly Report on Form 10-Q.

The change in fair value of our earn-out liabilities for the three months ended March 31, 2025 was a gain of $8.8 million, compared to a loss of $1.6 million for the three months ended March 31, 2024. The gain for the three months ended March 31, 2025 was primarily due to the change in our stock price and related share price volatility.

Provision for Income Taxes

We have incurred a cumulative pre-tax loss for the past three years. We expect to continue to incur losses for income tax purposes for the foreseeable future, and will continue to carry a full valuation allowance for our deferred tax assets. Accordingly, we did not record an income tax provision for either the three months ended March 31, 2025 or the three months ended March 31, 2024.

Liquidity and Capital Resources

We have incurred net losses and negative cash flows since inception. Historically, we financed our operations primarily through the sale and issuance of Common Stock, preferred stock, warrants, convertible notes, debt and revenues. During the years ended December 31, 2024 and December 31, 2023, we incurred net losses of $201.0 million and $75.1 million, respectively. As of March 31, 2025, we had an accumulated deficit of $512.1 million, and we expect to incur additional losses for the foreseeable future.

We believe that our existing balances of cash, cash equivalents and available-for-sale investments should be sufficient to meet our anticipated operating cash needs for at least the next 12 months based on our current business plan, and expectations and assumptions considering current macroeconomic conditions. Our operating plan may change because of factors currently unknown, including factors described herein, and we may need to seek additional funds sooner than planned, through public or private equity or debt financings or other sources, such as strategic collaborations or other transactions. In addition, we may seek additional capital even if we believe that we have sufficient funds for current or future operating plans. We have based these estimates on assumptions that may prove to be wrong and we could use our available capital resources sooner than we currently expect, and future capital requirements and the adequacy of available funds will depend on many factors including those described in the section titled “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024, as updated under Part II “Item 1A. Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q.

If we are unable to raise capital when needed and on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs and/or other efforts. A recession or market corrections resulting from the impact of macroeconomic conditions could materially affect our business and the value of our securities.

Our cash requirements include employee-related costs such as salaries and benefits; materials and components for research and development; working capital requirements; capital expenditures for our quantum chip fabrication facility; quantum computing refrigerators and other requirements; planned development of multiple generations of quantum processors; anticipated investments to scale our operations in the future; and strategic collaborative arrangements and investments.

In the longer term, we will require a significant amount of cash for expenditure as we invest in ongoing research and development and business operations, including with respect to the Collaboration Agreement with Quanta, pursuant to which we are required to invest at least $250.0 million in the field of quantum computing in furtherance of our product roadmap over a five year period commencing on February 27, 2025. Until such time as we can generate significant revenue from sales of QPUs, our development contracts and other services, including our QCaaS offering, we expect to finance our cash needs primarily through our existing cash, cash equivalents and available-for-sale investments, potential securities financings or other capital sources. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be, or could be, diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders.

Debt financing and equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we are unable to raise additional funds through equity or debt financings when needed and on attractive terms, we may be required to delay, limit, or substantially reduce our quantum computing development efforts. Our future capital requirements and the adequacy of available funds will depend on many factors, including those described in the section under Part I “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, as updated under Part II “Item 1A. Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q.

Macroeconomic conditions, including inflation, interest rates and impacts from government policy and actions, such as international trade restrictions and policies, may have adverse consequences, which may result in an economic recession globally or in the U.S., which could lead to a reduction in product demand, a decrease in corporate capital expenditures, prolonged unemployment, labors shortages, reduction in consumer confidence, adverse geopolitical and macroeconomic events, or any similar negative economic condition. In addition, macroeconomic and geopolitical conditions may lead to disruptions to, and volatility and uncertainty in, the credit and financial markets in the U.S. and worldwide.

Cash Flows Used in Operating Activities

Our cash flows from operating activities are significantly affected by our ability to achieve significant growth to offset expenditures related to research and development, and selling, general and administrative activities. Our operating cash flows are also affected by our working capital needs to support growth in personnel-related expenditures and fluctuations in accounts payable and other current assets and liabilities.

Net cash used in operating activities during the three months ended March 31, 2025 was $13.7 million, primarily resulting from non-cash expenses totaling $57.1 million, partially offset by our net income of $42.6 million. Changes in operating assets and liabilities had a $0.9 million positive impact on net cash used in operating activities during three months ended March 31, 2025.

Net cash used in operating activities during the three months ended March 31, 2024 was $13.1 million, primarily resulting from our net loss of $20.8 million, partially offset by non-cash income totaling $8.8 million. Changes in operating assets and liabilities had a $1.2 million negative impact on net cash used in operating activities during the three months ended March 31, 2024.

Cash used in operating activities increased by $0.6 million to $13.7 million during the three months ended March 31, 2025, from $13.1 million during the three months ended March 31, 2024. We recorded net income of $42.6 million for the three months ended March 31, 2025, a $63.4 million improvement when compared to the net loss for the three months ended March 31, 2024, mostly due to non-cash changes in the fair value of derivative warrant and earn-out liabilities. Non-cash expenses impacting our net income increased by $65.9 million to $57.1 million during the three months ended March 31, 2025, when compared to non-cash income of $8.8 million during the three months ended March 31, 2024. Operating assets and liabilities had a $2.1 million favorable impact on the change in cash used in operating activities for three months ended March 31, 2025, compared to the three months ended March 31, 2024.

Cash Flows (Used in) Provided by Investing Activities

Cash used in investing activities during the three months ended March 31, 2025 totaled $23.6 million, resulting from $44.1 million of purchases of available-for-sale securities and $2.5 million of purchases of property and equipment, partially offset by $23.0 million of maturities of available-for-sale securities.

Cash provided by investing activities during the three months ended March 31, 2024 totaled $6.2 million, resulting from $39.0 million of maturities of available-for-sale securities, partially offset by $27.3 million of purchases of available-for-sale securities and $5.5 million of purchases of property and equipment.

Investments in property and equipment relate primarily to process computing equipment, quantum computing refrigerators, and development tools for our chip fabrication facility.

Net cash used in investing activities during the three months ended March 31, 2025 increased by $29.8 million, when compared to the three months ended March 31, 2024, primarily due to an increase in purchases of available-for-sale securities and a decrease in maturities of available-for-sale securities offset by a decrease in purchases of property and equipment.

Cash Flows Provided by Financing Activities

Cash provided by financing activities during the three months ended March 31, 2025 totaled $6.9 million. We received proceeds of $6.3 million from tax withholdings on sell-to-cover tax equity award transactions, proceeds of $0.3 million from the exercise of stock options and proceeds of $0.4 million the exercise of warrants. We paid $0.1 million for deferred offering costs.

Cash provided by financing activities during the three months ended March 31, 2024 totaled $20.7 million. We received net proceeds of $12.8 million from the sale of 10,056,799 shares of Common Stock to B. Riley through our prior Purchase Agreement and net proceeds of $11.0 million from the sale of 6,645,982 shares of Common Stock pursuant to our prior ATM program. Proceeds from the sale of Common Stock were offset in part by principal payments of $3.0 million under our prior loan agreement with Trinity Capital, Inc. and payments of $0.2 million for deferred offering costs.

Net cash provided by financing activities during the three months ended March 31, 2025 decreased by $13.8 million, when compared to the three months ended March 31, 2024. The decrease was primarily due to proceeds received during the three months ended March 31, 2024 from the sale of Common Stock through our prior Purchase Agreement with B. Riley and our prior ATM program totaling $23.9 million, offset in part by proceeds of $6.3 million received during the three months ended March 31, 2025 from tax withholdings on sell-to-cover tax equity award transactions, an increase in proceeds of $0.7 million from the exercise of stock options and warrants and a $3.0 million reduction in payments of principal of notes payable due to the prepayment of our outstanding debt with Trinity Capital Inc. in December 2024.

Contractual Obligations and Contingencies

See Note 16 to our unaudited interim condensed consolidated financial statements located in “Part I – Financial Information, Item 1. Notes to Condensed Consolidated Financial Statements” in this Quarterly Report for a description of our contractual obligations and contingencies.

Critical Accounting Policies and Significant Judgements and Estimates

This discussion and analysis of financial condition and results of operations is based upon the Company’s condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. We also make estimates and assumptions pertaining to revenue generated and expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

There have been no material changes to our critical accounting estimates from those described under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2024.

Critical accounting estimates are defined as those reflective of significant judgments, estimates and uncertainties, which may result in materially different results under different assumptions and conditions. Within our Annual Report on Form 10-K for the year ended December 31, 2024, we have disclosed our critical accounting estimates that we believe have the greatest potential impact on our consolidated financial statements. Historically, our assumptions, judgments and estimates relative to our critical accounting estimates have not differed materially from actual results.

Recently Issued Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in Note 2 of our condensed consolidated financial statements for the period ended March 31, 2025 included elsewhere in this Quarterly Report on Form 10-Q.

Emerging Growth Company and Smaller Reporting Company Status

In April 2012, the JOBS Act was enacted. Section 107 of the JOBS Act provides that an “emerging growth company” may take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. Therefore, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. Following the Business Combination, we still qualify as an emerging growth company and plan to take advantage of the extended transition period that emerging growth company status permits. During the extended transition period, it may be difficult or impossible to compare our financial results with the financial results of another public company that complies with public company effective dates for accounting standard updates because of the potential differences in accounting standards used.

We will remain an emerging growth company under the JOBS Act until the earliest of (a) December 31, 2026, (b) the last date of our fiscal year in which we have total annual gross revenue of at least $1.235 billion, (c) the date on which we are deemed to be a “large accelerated filer” under the rules of the SEC or (d) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the previous three years.

We are also a “smaller reporting company” as defined in the Exchange Act. We may continue to be a smaller reporting company even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as the market value of our voting and non-voting Common Stock held by non-affiliates is less than $250.0 million measured on the last business day of our second fiscal quarter, or our annual revenue is less than $100.0 million during the most recently completed fiscal year and the market value of our voting and non-voting Common Stock held by non-affiliates is less than $700.0 million measured on the last business day of our second fiscal quarter.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule12b-2 of the Exchange Act and are not required to provide the information required under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2025. Based on the evaluation of our disclosure controls and procedures, our principal executive officer and principal financial officer concluded that, as of March 31, 2025, our disclosure controls and procedures were effective at reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no material changes in our internal control over financial reporting that occurred during the three months ended March 31, 2025 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be subject to litigation and claims arising in the ordinary course of business. While the results of any litigation or other legal proceedings are uncertain, we are not currently a party to any material legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, financial position, results of operations or cash flows. We accrue for loss contingencies when it is both probable that we will incur the loss and when we can reasonably estimate the amount of the loss or range of loss.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 for a more complete understanding of the risks and uncertainties material to our business that make an investment in our securities speculative or risky.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

During the quarter ended March 31, 2025, the officers and directors listed below adopted or terminated trading plans intended to satisfy the affirmative defense conditions of Rule 10b5-1 (c) under the Exchange Act.

On March 10, 2025, Michael Clifton, a member of our board of directors, adopted a trading plan that provides for the sale of up to 450,000 shares of our Common Stock and 400,000 warrants, depending on the market prices of the securities. The plan is scheduled to terminate on June 8, 2027, subject to earlier termination upon the sale of all securities subject to the plan, or as otherwise provided in the plan.

On March 13, 2025, Alissa Fitzgerald, a member of our board of directors, adopted a trading plan that provides for the sale of 50% of the dollar value of shares of our Common Stock underlying 156,372 restricted stock units (such dollar value to be determined based on the closing price of our Common Stock on June 11, 2025) and up to 75% of the remaining shares underlying such restricted stock units, depending on the market price of our Common Stock. The plan is scheduled to terminate on June 12, 2026, or as otherwise provided in the plan.

On March 12, 2025, Ray Johnson, a member of our board of directors, adopted a trading plan that provides for the sale of up to 265,088 shares of our Common Stock, depending on the market price of our Common Stock. The plan is scheduled to terminate on June 10, 2027, subject to earlier termination upon the sale of all shares subject to the plan, or as otherwise provided in the plan.

ITEM 6 – EXHIBITS

Exhibit Number	Description	Form	File No.	Exhibit	Filing Date
2.1+	Agreement and Plan of Merger, dated as of October 6, 2021, by and among Supernova Partners Acquisition Company II, Ltd., Supernova Merger Sub, Inc., Supernova Romeo	8-K	001-40140	2.1	October 6, 2021
2.2	First Amendment to Agreement and Plan of Merger, dated as of December 23, 2021, by and among Supernova Partners Acquisition Company II, Ltd., Supernova Merger Sub, Inc., Supernova Romeo Merger Sub, LLC and Rigetti Holdings, Inc.	8-K	001-40140	2.1	December 23, 2021
2.3	Second Amendment to Agreement and Plan of Merger, dated as of January 10, 2022, by and among Supernova Partners Acquisition Company II, Ltd., Supernova Merger Sub, Inc., Supernova Romeo Merger Sub, LLC and Rigetti Holdings, Inc.	8-K	001-40140	2.1	January 10, 2022
3.1	Certificate of Incorporation of Rigetti Computing, Inc.	8-K	001-40140	3.1	March 7, 2022
3.2	Amended and Restated Bylaws of Rigetti Computing, Inc.	8-K	001-40140	3.2	November 14, 2022
4.1	Specimen Common Stock Certificate	8-K	001-40140	4.1	March 7, 2022
4.2	Specimen Warrant Certificate	8-K	001-40140	4.2	March 7, 2022
10.1	Collaboration Agreement, dated as of February 27, 2025, by and between Rigetti & Co. LLC and Quanta Computer Inc.	8-K	001-40140	10.1	February 28, 2025
10.2	Securities Purchase Agreement, dated as of February 27, 2025, by and between Rigetti Computing, Inc. and Quanta Computer Inc.	8-K	001-40140	10.2	February 28, 2025
10.3*	Non-Employee Director Compensation Policy				
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2022				
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.				

32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document—the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

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 thereunto duly authorized.

RIGETTI COMPUTING, INC.

/s/ Subodh Kulkarni

By Subodh Kulkarni, President and Chief Executive Officer
(Principal Executive Officer and Duly Authorized Officer)

/s/ Jeffrey A. Bertelsen

By Jeffrey A. Bertelsen, Chief Financial Officer
(Principal Financial Officer, Principal Accounting Officer and Duly Authorized Officer)

Date: May 12, 2025

Exhibit 10.3

RIGETTI COMPUTING, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

EFFECTIVE AS OF APRIL 1, 2025

Each member of the Board of Directors (the "***Board***") who is not also serving as an employee of or consultant to Rigetti Computing, Inc. (the "***Company***") or sany of its subsidiaries (each such member, an "***Eligible Director***") will receive the compensation described in this Non-Employee Director Compensation Policy ("***Policy***") for his or her service on the Board. An Eligible Director may decline all or any portion of his or her compensation by giving notice to the Company prior to the date cash may be paid or equity awards are to be granted, as the case may be, in accordance with this Policy. This Policy is effective as of April 1, 2025 (the "***Effective Date***") and may be amended at any time in the sole discretion of the Board or Compensation Committee of the Board ("***Compensation Committee***"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Company's 2022 Equity Incentive Plan, or any successor thereto (the "***Plan***").

Annual Cash Compensation

The annual cash compensation amount set forth below is payable to Eligible Directors in equal quarterly installments, payable in arrears on the last day of each fiscal quarter in which the service occurred. If an Eligible Director joins the Board or a committee of the Board at a time other than effective as of the first day of a fiscal quarter, each annual retainer set forth below will be pro-rated based on days served in the applicable fiscal quarter, with the pro-rated amount paid on the last day of the first fiscal quarter in which the Eligible Director provides the service and the Eligible Director will be paid regular full quarterly payments thereafter. All annual cash fees are vested upon payment. If an Eligible Director terminates service on the Board or a committee during the course of a fiscal quarter, the annual retainer amount for the fiscal quarter in which such termination occurs will be pro-rated based on days served in such fiscal quarter.

Effective as of the Company's fiscal quarter commencing April 1, 2025, each Eligible Director will be entitled to receive the following annual cash retainers for service on the Board:

1. <u>Annual Board Service Retainer</u>:
    a. All Eligible Directors: $40,000
    b. Non-Executive Chair (in addition to annual service retainer): $37,500

2. <u>Annual Committee Chair Service Retainer</u>:
    a. Chair of the Audit Committee: $20,000
    b. Chair of the Compensation Committee: $15,000
    c. Chair of the Nominating and Corporate Governance Committee: $10,000

3. <u>Annual Committee Member Service Retainer (not applicable to Committee Chairs)</u>:
    a. Member of the Audit Committee: $10,000
    b. Member of the Compensation Committee: $7,200
    c. Member of the Nominating and Corporate Governance Committee: $5,000

Expenses

The Company will reimburse Eligible Directors for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in Board and committee meetings; provided, that the Eligible Director timely submit to the Company appropriate documentation substantiating such expenses in accordance with the Company's travel and expense Policy, as in effect from time to time.

Equity Compensation

All grants of equity awards to Eligible Directors pursuant to this Policy will be nondiscretionary and automatic (without the need for any additional corporate action by the Board or the Compensation Committee) except as otherwise provided below and made in accordance with the following provisions. The equity compensation set forth below will be granted subject to the terms and conditions of the Plan and an applicable award agreement.

Initial Grant: For each Eligible Director who is first elected or appointed to the Board following the Effective Date, as soon as practicable following the date of such election or appointment, the Board or Compensation Committee will grant such Eligible Director restricted stock units ("***RSUs***") with respect to shares of Common Stock with an aggregate Fair Market Value (as defined in the Plan) as of the grant date equal to $370,000 (the "***Initial RSU Grant***"). The Initial RSU Grant will vest over a three-year period, with one-third (1/3) of the Initial RSU Grant vesting on the first anniversary of the grant date, one-third (1/3) of the Initial RSU Grant vesting on the second anniversary of the grant date and the remaining one-third (1/3) of the Initial RSU Grant vesting on the third anniversary of the grant date, such that the Initial RSU Grant is fully vested on the third anniversary of the date of grant, subject to the Eligible Director's Continuous Service (as defined in the Plan) through each such vesting date.

Annual Grant: On the date of each annual stockholder meeting of the Company (each, an "***Annual Meeting***") held after the Effective Date, each Eligible Director who continues to serve as a non-employee member of the Board following such Annual Meeting (excluding any Eligible Director who is first appointed or elected by the Board at the Annual Meeting) will be automatically, and without further action by the Board or the Compensation Committee, granted RSUs with an aggregate Fair Market Value as of the grant date equal to $167,500 (the "***Annual RSU Grant***"); provided that such Eligible Director remains in Continuous Service through the grant date. The Annual RSU Grant will vest in full on the earlier of (i) the date of the following year's Annual Meeting (or the date immediately prior to the next Annual Meeting if the Eligible Director's service as a director ends at such Annual Meeting due to the director's failure to be re-elected or the director not standing for re-election); or (ii) the one-year anniversary measured from the date of grant, in each case subject to the Eligible Director's Continuous Service through such vesting date. With respect to an Eligible Director who, following the Effective Date, was first elected or appointed to the Board on a date other than the date of the Annual Meeting, upon the first Annual Meeting following such Eligible Director's first joining the Board, such Eligible Director's first Annual Grant will be pro-rated to reflect the time between such Eligible Director's election or appointment date and the date of such first Annual Meeting.

Settlement of RSUs: The Common Stock to be issued upon settlement of vested RSUs under Initial RSU Grants and Annual RSU Grants will be delivered on the applicable vesting date, or as soon as practicable thereafter, subject to the terms and conditions of the applicable form of RSU grant notice and agreement approved by the Board, provided, that such Common Stock shall be delivered no later than the date that is the 15th day of the third calendar month of the year following the year in which such shares are no longer subject to a "substantial risk of forfeiture" within the meaning of Treasury Regulations Section 1.409A-1(d).

Acceleration of Equity Grants: Notwithstanding the foregoing vesting schedules, the Initial RSU Grants and Annual RSU Grants shall vest in full immediately prior to, but conditioned upon, the closing of a Change in Control (as defined in the Plan), subject to such Eligible Director remaining in Continuous Service with the Company until immediately prior to the closing of such Change in Control.

Additional Provisions

All provisions of the Plan not inconsistent with this Policy will apply to awards granted to Eligible Directors. Eligible Directors will be required to execute an award agreement in a form satisfactory to the Company prior to receipt of an equity grant. An Eligible Director may decline all or any portion of his or her compensation by giving notice to the Company no later than thirty business days prior to the date cash is to be paid or equity awards are to be granted, provided, that if an Eligible Director is not providing services to the Board on the date that is thirty business days prior to the date cash is to be paid or equity awards are to be granted, then such Eligible Director may notify the Company as soon as possible prior to the date cash is to be paid or equity awards are to be granted, as the case may be.

Non-Employee Director Compensation Limit

Notwithstanding the foregoing, the aggregate value of all compensation granted or paid, as applicable, to any individual for service as an Eligible Director shall in no event exceed the limits set forth in Section 3(d) of the Plan.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Subodh Kulkarni, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rigetti Computing, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2025

/s/ Subodh Kulkarni
Signature
Subodh Kulkarni
President and Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeffrey A. Bertelsen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rigetti Computing, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2025

/s/ Jeffrey A. Bertelsen
Signature
Jeffrey A. Bertelsen
Chief Financial Officer

Exhibit 32.1

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Subodh Kulkarni, Chief Executive Officer of Rigetti Computing, Inc. (the “Company”), hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2025, to which this Certification is attached as Exhibit 32.1 (the “Periodic Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 12, 2025

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 12th day of May, 2025.

/s/ Subodh Kulkarni
Subodh Kulkarni
President and Chief Executive Officer
May 12, 2025

Exhibit 32.2

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Subodh Kulkarni, Chief Executive Officer of Rigetti Computing, Inc. (the “Company”), hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2025, to which this Certification is attached as Exhibit 32.1 (the “Periodic Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 12, 2025

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 12th day of May, 2025.

/s/ Jeffery Bertelsen
Jeffery Bertelsen
Chief Financial Officer
May 12, 2025