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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Rigetti Computing, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the Notice and Proxy Statement and Annual Report, and to obtain directions to attend the meeting, go to: www.virtualshareholdermeeting.com/RGTI2024. Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.

RIGETTI COMPUTING, INC.
775 HENZ AVENUE
BERKELEY, CA 94710

V44576-P09054

Your **Vote** Counts!

RIGETTI COMPUTING, INC.

2024 Annual Meeting of Stockholders
to be held on June 18, 2024 at 9:30 A.M. Pacific Time



You invested in RIGETTI COMPUTING, INC. and it's time to vote!

Stockholders of record as of the close of business on April 22, 2024 have the right to vote on proposals being presented at the 2024 Annual Meeting of Stockholders. **This is an important notice regarding the availability of proxy materials for the 2024 Annual Meeting of Stockholders to be held on June 18, 2024.**

Get informed before you vote

View the Notice of Annual Meeting, Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 18, 2024
9:30 am Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/RGTI2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE: FOR PROPOSALS 1, 2, 3 AND 4

Voting Items	Board Recommends
1. To elect two Class II directors each to hold office until the 2027 Annual Meeting of Stockholders. Nominees: 01) Thomas J. Iannotti 02) Alissa M. Fitzgerald	✔ For
2. To approve an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the Company's common stock, par value \$0.0001 per share, at a ratio of 1-for-10 (the "Reverse Stock Split Proposal").	✔ For
3. To ratify the appointment of BDO USA, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
4. To approve the adjournment of the Company's 2024 Annual Meeting of Stockholders, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the Reverse Stock Split Proposal.	✔ For
NOTE: The proxies are authorized to vote in their discretion on such other business as may properly come before the meeting or any adjournment or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".