

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

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): October 30, 2023**

**RIGETTI COMPUTING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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

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

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

**94710**  
(Zip Code)

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

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

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

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Election of Director and Chairman of the Board of Directors*

On October 30, 2023, the board of directors (the “Board”) of Rigetti Computing, Inc. (the “Company”), upon the recommendation of the nominating and corporate governance committee of the Board, increased the size of the Board from seven to eight directors, elected Thomas J. Iannotti as a Class II director and appointed Mr. Iannotti Chairman of the Board, in each case effective immediately. Mr. Iannotti’s term as a Class II director continues until the Company’s 2024 annual meeting of stockholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Mr. Iannotti succeeds Cathy McCarthy as Chair of the Board, with Ms. McCarthy continuing to serve as a Class III director.

Pursuant to the Company’s Non-Employee Director Compensation Policy, which was amended in connection with Mr. Iannotti’s appointment to reflect the compensation to which Mr. Iannotti will be entitled for his service as non-executive Chairman of the Board and to reduce the amounts of the annual cash retainers to which the Company’s directors are entitled for service on the Board and its committees (as so amended, the “Director Compensation Policy”), Mr. Iannotti will be entitled to receive an annual cash retainer for service as a director in the amount of \$36,000 and an additional annual cash retainer for service as non-executive Chairman of the Board in the amount of \$22,500, prorated based on days served.

In addition, pursuant to the Director Compensation Policy, for his service as non-executive Chairman of the Board, Mr. Iannotti will be entitled to receive an initial grant of stock options pursuant to the Company’s 2022 Equity Incentive Plan (the “Initial Option Grant”) to purchase up to 720,000 shares of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), provided that the aggregate grant date fair value of the Initial Option Grant combined with the cash retainers payable to Mr. Iannotti for the period from his appointment to the board through the day immediately preceding the Company’s 2024 annual meeting of stockholders may not exceed \$1,000,000. The Initial Option Grant will vest in three equal annual installments beginning on the first anniversary of the grant date, subject to his continuous service through each vesting date.

Pursuant to the Director Compensation Policy, Mr. Iannotti will also be entitled to receive on the date of each annual meeting of stockholders following which he continues to serve as non-executive Chairman of the Board a grant of stock options to purchase up to 140,000 shares Common Stock pursuant to the Company’s 2022 Equity Incentive Plan (each, an “Annual Option Grant”) with an aggregate grant date fair value equal to \$420,000. Each Annual Option Grant will vest in full on the earlier of: (a) the date of the following year’s annual meeting of stockholders (or the date immediately prior to the following year’s annual meeting of stockholders if Mr. Iannotti’s service as a director ends at such annual meeting due to his failure to be re-elected or his not standing for re-election); or (b) the one-year anniversary measured from the date of grant, in each case subject to Mr. Iannotti’s continuous service through such vesting date.

There are no arrangements or understandings between Mr. Iannotti and any other person pursuant to which he was elected as a director. Mr. Iannotti does not have any family relationships with any of the Company’s directors or executive officers and he does not have a direct or indirect material interest in any transaction that would require disclosure under Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On October 31, 2023, the Company issued a press release announcing the appointment of Mr. Iannotti as Chairman of the Board. The press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

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

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**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

Exhibit No.	Description
99.1	<a href="#">Press Release issued by Rigetti Computing, Inc., dated October 31, 2023</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

**SIGNATURES**

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

Dated: October 31, 2023

**RIGETTI COMPUTING, INC.**

By: /s/ Jeffrey A. Bertelsen

Jeffrey A. Bertelsen  
Chief Financial Officer

## Rigetti Computing Appoints Thomas J. Iannotti as Chairman of the Board of Directors

Berkeley, CA, October 31, 2023 (Globe Newswire) — Rigetti Computing, Inc. (Nasdaq: RGTI) (“Rigetti” or the “Company”), a pioneer in full-stack quantum-classical computing, today announced that it has appointed Thomas J. Iannotti as Chairman of the Board of Directors, effective immediately. Mr. Iannotti succeeds Cathy McCarthy in the role of Chair, with Ms. McCarthy continuing to serve as a member of the Board of Directors.

Mr. Iannotti currently serves as Chairman of the Board of Directors at Applied Materials, Inc., a role which he has held since 2017.

Mr. Iannotti joins Rigetti with extensive leadership experience in the technology and computing industries, most recently serving as Senior Vice President and General Manager, Enterprise Services, for Hewlett-Packard Company, a technology solutions provider to consumers, businesses and institutions globally. Prior to that role, Mr. Iannotti held various executive positions at Hewlett-Packard, including Senior Vice President and Managing Director, Enterprise Business Group, Americas. He also worked at Digital Equipment Corporation, a vendor of computer systems and software, and at Compaq Computer Corporation, a supplier of personal computing systems, following its acquisition of Digital Equipment Corporation.

“We are privileged to have Tom’s impressive technology sector and governance experience at Rigetti. We believe his vast background at some of the leading global computer companies will be an asset to Rigetti, and we look forward to his contributions to the Company and our board,” says Dr. Subodh Kulkarni, Rigetti CEO.

“Quantum computing has great promise to help tackle the world’s most challenging problems. I am thrilled to join Rigetti’s Board of Directors as Chairman, and to support the Company as it continues to advance superconducting quantum computing. From the Company’s preeminent fabrication capabilities to its in-house quantum software and algorithm expertise, Rigetti is at the forefront of the field and I am excited to see the team achieve success and drive the technology forward,” says Mr. Iannotti.

“I’d like to thank Cathy for her valuable contributions to our board during her time as chairperson. We are fortunate to benefit from Cathy’s executive leadership experience, and look forward to continuing to work alongside her as we pursue our mission of building the world’s most powerful computers to help solve humanity’s most important and pressing problems,” says Dr. Kulkarni.

**About Rigetti**

Rigetti is a pioneer in full-stack quantum computing. The Company has operated quantum computers over the cloud since 2017 and serves global enterprise, government, and research clients through its Rigetti Quantum Cloud Services platform. The Company’s proprietary quantum-classical infrastructure provides high performance integration with public and private clouds for practical quantum computing. Rigetti has developed the industry’s first multi-chip quantum processor for scalable quantum computing systems. The Company designs and manufactures its chips in-house at Fab-1, the industry’s first dedicated and integrated quantum device manufacturing facility. Learn more at [www.rigetti.com](http://www.rigetti.com).

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**Media Contact:**

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

**Cautionary Language Concerning Forward-Looking Statements**

Certain statements in this communication may be considered “forward-looking statements” within the meaning of the federal securities laws, including but not limited to, expectations with respect to the Company’s business and operations, including the Company’s Board of Directors and Mr. Iannotti’s contributions, and Rigetti’s mission, including with respect to its success in driving technology forward. Forward-looking statements generally relate to future events and can be identified by terminology such as “commit,” “may,” “should,” “could,” “might,” “plan,” “possible,” “intend,” “strive,” “expect,” “intend,” “will,” “estimate,” “believe,” “predict,” “potential,” “pursue,” “aim,” “goal,” “outlook,” “anticipate,” “assume,” or “continue,” or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by Rigetti and its management, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: Rigetti’s ability to achieve milestones, technological advancements, including with respect to its roadmap, help unlock quantum computing, and develop practical applications; the ability of Rigetti to complete ongoing negotiations with government contractors successfully and in a timely manner; the potential of quantum computing; the ability of Rigetti to obtain government contracts and the availability of government funding; the ability of Rigetti to expand its QCS business; the success of Rigetti’s partnerships and collaborations; Rigetti’s ability to accelerate its development of multiple generations of quantum processors; the outcome of any legal proceedings that may be instituted against Rigetti or others; the ability to continue to meet stock exchange listing standards; costs related to operating as a public company; changes in applicable laws or regulations; the possibility that Rigetti may be adversely affected by other economic, business, or competitive factors; Rigetti’s estimates of expenses and profitability; the evolution of the markets in which Rigetti competes; the ability of Rigetti to execute on its technology roadmap; the ability of Rigetti to implement its strategic initiatives, expansion plans and continue to innovate its existing services; disruptions in banking systems, increased costs, international trade relations, political turmoil, natural catastrophes, warfare (such as the ongoing military conflict between Russia and Ukraine and related sanctions and the state of war between Israel and Hamas and related threat of a larger regional conflict), and terrorist attacks; and other risks and uncertainties set forth in the section entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 and Quarterly Reports on form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, the Company’s future filings with the SEC, including the Company’s Quarterly Report on Form 10-Q for the three months ended September 30, 2023, and other documents filed by the Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements other than as required by applicable law. The Company does not give any assurance that it will achieve its expectations.