SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Rivas David	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2023	3. Issuer Name **and** Ticker or Trading Symbol Rigetti Computing, Inc. [RGTI]	
(Last)　(First)　(Middle) C/O RIGETTI COMPUTING, INC. 775 HEINZ AVENUE (Street) BERKELEY CA　94710 (City)　(State)　(Zip)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director　☐ 10% Owner X Officer (give title below)　☐ Other (specify below) Chief Technology Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	328,982[1][2]	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	[3]	05/21/2030	Common Stock	284,982[2]	0.272	D	
Employee Stock Option (right to buy)	[4]	01/28/2029	Common Stock	393[2]	0.272	D	
Employee Stock Option (right to buy)	[4]	01/28/2029	Common Stock	3,541[2]	0.272	D	
Employee Stock Option (right to buy)	[5]	04/03/2029	Common Stock	94,438[2]	0.272	D	

Explanation of Responses:

1. Includes shares issued pursuant to restricted stock unit ("RSU") grants. 84,905 RSUs vested or shall vest in equal monthly installments over a period of four years commencing May 21, 2021. 48,539 RSUs vested or shall vest (i) 50% in 12 equal monthly installments on the last day of each month commencing February 28, 2022 and (ii) 50% vested or shall vest in 48 equal monthly installments on the last day of each month commencing February 28, 2022. 38,757 RSUs vested or shall vest in equal monthly installments over a period of four years commencing March 31, 2022. 70,711 RSUs vested or shall vest (i) 50% in 12 equal monthly installments on the last day of each month commencing March 31, 2022 and (ii) 50% vested or shall vest in 48 equal monthly installments on the last day of each month commencing March 31, 2022.

2. The Reporting Person previously served as an executive officer of the Issuer from March 2, 2022 to March 18, 2022, the date the Reporting Person ceased to be an executive officer and subject to Section 16 of the Securities Exchange Act of 1934. The Reporting Person has since been appointed to serve as the Chief Technology Officer of the Issuer and became an executive officer subject to Section 16 reporting, effective as of February 9, 2023. The securities reported herein were acquired by the Reporting Person prior to February 9, 2023.

3. 6.99993% of this option vested and became exercisable as of February 18, 2020, with the remainder vesting in 48 equal monthly installments thereafter, subject to the Reporting Person's continuous service with the Issuer on each such date.

4. This option is fully vested and exercisable.

5. 20% of this option vested and became exercisable on March 4, 2020, with the remainder vesting in 48 equal monthly installments thereafter, subject to the Reporting Person's continuous service with the Issuer on each such date.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Rick Danis, Attorney-in-Fact　　02/17/2023

** Signature of Reporting Person　　Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Exhibit 24

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Morgan Lloyd, Thomas Chen, Neha Mehta, Jason Minio and Cathy Rude of Cooley LLP, and Subodh Kulkarni and Rick Danis of Rigetti Computing, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: February 14, 2023

/s/ David Rivas
David Rivas