

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of September 2021

Commission File Number: 001-40777

ARQIT QUANTUM INC.
(Exact name of registrant as specified in its charter)

1st Floor, 3 More London Riverside
London SE1 2RE, United Kingdom
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

Pursuant to the Business Combination Agreement dated May 12, 2021 (the “Business Combination Agreement”) by and among Arqit Quantum Inc., a Cayman Islands exempted limited liability company (“Arqit”), Centricus Acquisition Corp. (“Centricus”), Centricus Heritage LLC, a Cayman Islands limited liability company, solely in its capacity as Centricus’ representative, Arqit Limited, a company limited by shares incorporated in England (the “Company”), David John Williams, solely in his capacity as the Company Shareholders representative, and the shareholders of the Company party thereto: (i) on September 2, 2021, Centricus merged with and into Arqit (the “Merger”), with Arqit surviving the merger, and the security holders of Centricus (other than security holders of Centricus electing to redeem their Centricus ordinary shares) became security holders of Arqit, and (ii) on September 3, 2021, Arqit acquired all of the issued and outstanding share capital of the Company from the shareholders of the Company in exchange for Arqit ordinary shares, such that the Company is a direct wholly owned subsidiary of Arqit (the “Share Acquisition” and, together with the Merger, the “Business Combination”).

In consideration for the Merger, each Centricus shareholder received one Arqit ordinary share and one Arqit warrant for each ordinary share and warrant they held in Centricus, respectively, immediately prior to the Merger. Each ordinary share of the Company was acquired by Arqit in exchange for 46.06 ordinary shares of Arqit.

On May 12, 2021, concurrently with the execution of the Business Combination Agreement, Arqit and Centricus entered into subscription agreements with certain investors (the “PIPE Investors”), pursuant to which the PIPE Investors agreed to subscribe for and purchase, and Arqit agreed to issue and sell to such PIPE Investors, an aggregate of 7,100,000 Arqit ordinary shares at \$10.00 per share for gross proceeds of \$71,000,000 (the “PIPE Financing”). The PIPE Investors include certain affiliates of Centricus, which agreed to fund \$51,000,000 of the PIPE Financing. The PIPE Financing closed on September 3, 2021 immediately after the Business Combination.

Following the closing of the PIPE Financing, and after giving effect to redemptions of shares by shareholders of Centricus and payment of transaction expenses, the transactions described above generated approximately \$96 million for Arqit.

After market close on September 3, 2021, Centricus’ ordinary shares, units and warrants ceased trading on The Nasdaq Stock Market LLC, and beginning on September 7, 2021, Arqit’s ordinary shares and warrants will begin trading on Nasdaq under the symbols “ARQQ” and “ARQQW”, respectively.

On September 3, 2021, Arqit issued a press release titled, “Arqit and Centricus Announce Closing of Business Combination.” A copy of this press release is attached as Exhibit 99.1 to this Form 6-K.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Arqit Quantum Inc., dated September 3, 2021.

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.

ARQIT QUANTUM INC.

By: /s/ David Williams
Name: David Williams
Title: Chief Executive Officer

Date: September 3, 2021

Arqit and Centricus Announce Closing of Business Combination

Trading on Nasdaq to commence on September 7, 2021 under the ticker “ARQQ”

NEW YORK / LONDON (September 3, 2021) – Arqit Quantum Inc. (“Arqit”), a leader in quantum encryption technology, today announced the completion of its business combination with Centricus Acquisition Corp. (“Centricus”), a special purpose acquisition company. The business combination was approved at the extraordinary general meeting of Centricus’ shareholders on August 31, 2021 and closed today, September 3, 2021.

The combined company will retain the name Arqit Quantum Inc. Beginning on September 7, 2021, Arqit’s ordinary shares and warrants will trade on Nasdaq under the ticker symbols “ARQQ” and “ARQQW”, respectively.

David Williams, Arqit Founder and Chief Executive Officer, stated: “Arqit has an important task ahead to protect the data of our government, enterprises and customers. We are certain that we invented the most important cyber security technology of the era. Our QuantumCloud™ software, already launched this month to the first 20 customers, will run very efficiently and fast on virtually any device, creating keys which are zero trust and secure against all computational attacks. When we upgrade the system in two years’ time with the launch of quantum satellites, the entire system also becomes fully quantum safe. It is overwhelmingly evident that the world needs stronger, simpler encryption. The completion of this transaction will enable Arqit now to fulfil its mission. We have raised cash equal to approximately twice of the funding requirement of the business, so our destiny is in our own hands. The board of Arqit Quantum Inc. expresses its thanks for the support of its new investors and the team at Centricus and the adviser group who have executed this transition with great care and effectiveness.”

“We are incredibly excited to complete our business combination with Arqit. As a public company, Arqit will now have the platform to fully execute against its vision, further accelerate its commercial programs and establish itself as a leader in the encryption space. I look forward to continuing to support the company as a member of the board and helping to make Arqit’s vision of ensuring a safer environment for businesses and people a reality,” said Garth Ritchie, Chief Executive Officer and Director of Centricus.

Arqit’s Founder and Chief Executive Officer, David Williams, will continue to lead the company.

Deutsche Bank served as financial advisor and capital markets advisor to Arqit and as a placement agent on the PIPE offering. J.P. Morgan served as financial advisor to Centricus in connection with the business combination and as a placement agent on the PIPE offering. White & Case LLP served as legal advisor to Arqit. Latham & Watkins LLP served as legal advisor to Centricus. Sidley Austin LLP served as legal advisor to the placement agents.

About Arqit:

Arqit supplies a unique quantum encryption Platform-as-a-Service which makes the communications links of any networked device secure against current and future forms of attack – even from a quantum computer. Arqit’s product, QuantumCloud™, enables any device to download a lightweight software agent of less than 200 lines of code, which can create keys in partnership with any other device. The keys are computationally secure, don’t exist until the moment they are needed and can never be known by a third party. QuantumCloud™ can create limitless volumes of keys in limitless group sizes and can regulate the secure entrance and exit of a device in a group. The addressable market for QuantumCloud™ is every connected device.

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Caution About Forward-Looking Statements

This communication includes forward-looking statements. These forward-looking statements are based on Arqit’s expectations and beliefs concerning future events and involve risks and uncertainties that may cause actual results to differ materially from current expectations. These factors are difficult to predict accurately and may be beyond Arqit’s control. Forward-looking statements in this communication or elsewhere speak only as of the date made. New uncertainties and risks arise from time to time, and it is impossible for Arqit to predict these events or how they may affect it. Except as required by law, Arqit does not have any duty to, and does not intend to, update or revise the forward-looking statements in this communication or elsewhere after the date this communication is issued. In light of these risks and uncertainties, investors should keep in mind that results, events or developments discussed in any forward-looking statement made in this communication may not occur. Uncertainties and risk factors that could affect Arqit’s future performance and cause results to differ from the forward-looking statements in this release include, but are not limited to: (i) risks that the business combination disrupts Arqit’s current plans and operations, (ii) the outcome of any legal proceedings that may be instituted against the Arqit related to the business combination, (iii) the ability to maintain the listing of Arqit’s securities on a national securities exchange, (iv) changes in the competitive and regulated industries in which Arqit operates, variations in operating performance across competitors, changes in laws and regulations affecting Arqit’s business and changes in the combined capital structure, (v) the ability to implement business plans, forecasts, and other expectations after the completion of the business combination, and identify and realize additional opportunities, (vi) the potential inability of Arqit to convert its pipeline or orders in backlog into revenue, (vii) the potential inability of Arqit to successfully deliver its operational technology which is still in development, (viii) the risk of interruption or failure of Arqit’s information technology and communications system and (ix) the enforceability of Arqit’s intellectual property.