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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 2025

Commission File Number: 001-40777

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

3 Orchard Place  
London SW1H 0BF, 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 x Form 40-F "

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## EXPLANATORY NOTE

On September 15, 2025 Arqit Quantum Inc., a Cayman Islands exempted company (the “Company”) and its wholly owned operating subsidiary, Arqit Limited, entered into an agreement with Deutsche Bank Securities Inc. and Deutsche Bank AG, London Branch (together with Deutsche Bank Securities Inc., the “Deutsche Bank Parties”) pursuant to which the Company agreed to pay the Deutsche Bank Parties \$1,000,000 and issue 48,561 of the Company’s ordinary shares, par value \$0.0025 (the “Ordinary Shares”) to Deutsche Bank AG, London Branch as consideration for advisory services previously provided by Deutsche Bank AG, London Branch in connection with the Company’s business combination transaction, which closed in September 2021.

The Ordinary Shares described above are being offered pursuant to an effective shelf registration statement on Form F-3 (File No. 333-284343) (the “Registration Statement”), a base prospectus included in the Registration Statement at the time it originally became effective (the “Base Prospectus”), and a prospectus supplement, dated September 15, 2025 (the “Prospectus Supplement”), filed with the Securities and Exchange Commission (the “Commission”) on September 15, 2025 pursuant to Rule 424(b) (5) under the Securities Act. The Ordinary Shares are expected to be issued on or around September 16, 2025.

A copy of the opinion of Maples and Calder (Cayman) LLP relating to the validity of the Ordinary Shares issued pursuant to the agreement is filed herewith as Exhibit 5.1.

Other than as indicated below, the information in this Report of Foreign Private Issuer on Form 6-K (including the exhibits hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act. The information furnished in this Report of Foreign Private Issuer on Form 6-K, including the exhibits hereto, is hereby incorporated by reference into the Company’s registration statements on Form S-8 (File Nos. 333-262215, 333-275960 and 333-284706) and Form F-3 (File Nos. 333-268786, 333-259982 and 333-284343), and shall be a part thereof, to the extent not superseded by documents or reports subsequently filed or furnished.

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## EXHIBIT INDEX

Exhibit No.	Description
<a href="#">5.1</a>	<a href="#">Opinion of Maples and Calder (Cayman) LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Maples and Calder (Cayman) LLP (included in Exhibit 5.1)</a>

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## 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/ Andrew Leaver  
Name: Andrew Leaver  
Title: Chief Executive Officer

Date: September 15, 2025

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Arqit Quantum Inc.  
PO Box 309, Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

15 September 2025

**Arqit Quantum Inc.**

We have acted as counsel as to Cayman Islands law to Arqit Quantum Inc. (the "**Company**") to provide this opinion letter in connection with the Company's registration statement on Form F-3, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the "**Commission**") under the United States Securities Act of 1933 as amended (the "**Act**") (including its exhibits, the "**Registration Statement**") and the prospectus supplement to the Registration Statement (the "**Prospectus Supplement**") in connection with the issuance and sale of 48,561 ordinary shares of the Company of a par value of US\$0.0025 each (the "**Ordinary Shares**") for an aggregate amount of US\$1,500,000 pursuant to the terms of a Letter Agreement (the "**Letter Agreement**") to be entered into among the Company and Deutsche Bank Securities Inc. and Deutsche Bank AG, London Branch.

**1 Documents Reviewed**

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 The certificate of incorporation dated 26 April 2021, the certificate of merger dated 2 September 2021 and the second amended and restated memorandum and articles of association of the Company as registered or adopted on 2 September 2021 as amended by ordinary resolutions dated 18 September 2024 and 18 December 2024 (the "**Memorandum and Articles**").
- 1.2 The minutes (the "**Minutes**") of the meeting of the board of directors held on 15 September 2025 (the "**Meeting**").
- 1.3 The following corporate records of the Company maintained at its registered office in the Cayman Islands, each as at the date of this opinion letter:
  - (a) Register of Directors and Officers of the Company; and
  - (b) Register of Mortgages and Charges of the Company.

**Maples and Calder (Cayman) LLP**

PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands  
Tel +1 345 949 8066 Fax +1 345 949 8080 [maples.com](http://maples.com)

Maples and Calder (Cayman) LLP has been registered, and operating, as a Cayman Islands limited liability partnership since 1 March 2021 following the conversion of the Cayman Islands firm of Maples and Calder to a limited liability partnership on that date.

- 1.4 A certificate of good standing with respect to the Company issued by the Registrar of Companies (the "**Certificate of Good Standing**").
- 1.5 A certificate from a director of the Company a copy of which is attached to this opinion letter (the "**Director's Certificate**").
- 1.6 The Registration Statement.
- 1.7 The Prospectus Supplement.
- 1.8 A draft of the Letter Agreement.

## **2 Assumptions**

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving the following opinions, we have relied (without further verification) upon the completeness and accuracy, as at the date of this opinion letter, of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 The Letter Agreement has been or will be authorised and duly executed and unconditionally delivered by or on behalf of all relevant parties in accordance with all relevant laws (other than, with respect to the Company, the laws of the Cayman Islands).
- 2.2 The Letter Agreement is, or will be, legal, valid, binding and enforceable against all relevant parties in accordance with their terms under the laws of the State of New York (the "**Relevant Law**") and all other relevant laws (other than, with respect to the Company, the laws of the Cayman Islands).
- 2.3 The choice of the Relevant Law as the governing law of the Letter Agreement has been made in good faith and would be regarded as a valid and binding selection which will be upheld by the courts of the State of New York and any other relevant jurisdiction (other than the Cayman Islands) as a matter of the Relevant Law and all other relevant laws (other than the laws of the Cayman Islands).
- 2.4 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.5 All signatures, initials and seals are genuine.
- 2.6 The capacity, power, authority and legal right of all parties under all relevant laws and regulations (other than, with respect to the Company, the laws and regulations of the Cayman Islands) to enter into, execute, unconditionally deliver and perform their respective obligations under the Letter Agreement.
- 2.7 No invitation has been or will be made by or on behalf of the Company to the public in the Cayman Islands to subscribe for any of the Ordinary Shares.

- 2.8 There is no contractual or other prohibition or restriction (other than as arising under Cayman Islands law) binding on the Company prohibiting or restricting it from entering into and performing its obligations under the Letter Agreement.
- 2.9 No monies paid to or for the account of any party under the Letter Agreement or any property received or disposed of by any party to the Letter Agreement in each case in connection with the Letter Agreement or the consummation of the transactions contemplated thereby represent or will represent proceeds of criminal conduct or criminal property or terrorist property (as defined in the Proceeds of Crime Act (As Revised) and the Terrorism Act (As Revised), respectively).
- 2.10 There is nothing contained in the minute book or corporate records of the Company (which, other than the records set out in paragraph 1.3 of this opinion letter, we have not inspected) which would or might affect the opinions set out below.
- 2.11 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out below. Specifically, we have made no independent investigation of the Relevant Law.
- 2.12 The Company will receive money or money's worth in consideration for the issue of the Ordinary Shares and none of the Ordinary Shares were or will be issued for less than par value.

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion letter.

### **3 Opinions**

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The Ordinary Shares to be issued by the Company as contemplated by the Letter Agreement, the Registration Statement and the Prospectus Supplement have been duly authorised for issue and when such Ordinary Shares are issued by the Company in accordance with the Memorandum and Articles and upon payment in full being made therefor as contemplated in the Letter Agreement, the Registration Statement and the Prospectus Supplement and such Ordinary Shares being entered as fully-paid on the register of members of the Company, such Ordinary Shares will be validly issued, fully-paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).

#### 4 Qualifications

The opinions expressed above are subject to the following qualifications:

- 4.1 The obligations assumed by the Company under the Letter Agreement and the Registration Statement will not necessarily be enforceable in all circumstances in accordance with their terms. In particular:
- (a) enforcement may be limited by bankruptcy, insolvency, liquidation, reorganisation, readjustment of debts or moratorium or other laws of general application relating to protecting or affecting the rights of creditors and/or contributories;
  - (b) enforcement may be limited by general principles of equity. For example, equitable remedies such as specific performance may not be available, *inter alia*, where damages are considered to be an adequate remedy;
  - (c) where obligations are to be performed in a jurisdiction outside the Cayman Islands, they may not be enforceable in the Cayman Islands to the extent that performance would be illegal under the laws of that jurisdiction; and
  - (d) some claims may become barred under relevant statutes of limitation or may be or become subject to defences of set off, counterclaim, estoppel and similar defences.
- 4.2 To maintain the Company in good standing with the Registrar of Companies under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies within the time frame prescribed by law.
- 4.3 Under Cayman Islands law, the register of members (shareholders) is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further, the Cayman Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. As far as we are aware, such applications are rarely made in the Cayman Islands and for the purposes of the opinion given in paragraph 3.2, there are no circumstances or matters of fact known to us on the date of this opinion letter which would properly form the basis for an application for an order for rectification of the register of members of the Company, but if such an application were made in respect of the Ordinary Shares, then the validity of such shares may be subject to re-examination by a Cayman Islands court.
- 4.4 Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion letter or otherwise with respect to the commercial terms of the transactions the subject of this opinion letter.
- 4.5 In this opinion letter the phrase "non-assessable" means, with respect to the issuance of shares, that a shareholder shall not, in respect of the relevant shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).



We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to our firm under the heading "Legal Matters" in the prospectus included in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

We express no view as to the commercial terms of the Letter Agreement or whether such terms represent the intentions of the parties and make no comment with regard to warranties or representations that may be made by the Company. We have not been asked to review and we therefore have not reviewed any of the ancillary documents relating to the Letter Agreement and express no opinion or observation upon the terms of any such document.

This opinion letter is addressed to you and may be relied upon by you, your counsel and purchasers of Ordinary Shares for the purposes solely of any legal opinion that they may be required to give with respect to the Registration Statement and the Prospectus Supplement. This opinion letter is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Maples and Calder (Cayman) LLP

Maples and Calder (Cayman) LLP