

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

AMENDMENT NO. 1  
TO

FORM F-3

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**Arqit Quantum Inc.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**Arqit Quantum Inc.**  
**2nd Floor, 3 Orchard Place**  
**London SW1H 0BF**  
**United Kingdom**  
**Telephone: (+44) (0) 20 3917 0155**  
(Address and telephone number of Registrant's principal executive offices)

**Arqit Inc.**  
**1209 Orange Street**  
**Wilmington, DE 19801**  
**Telephone: (302) 658-7581**  
(Name, address, and telephone number of agent for service)

*Copies of all correspondence to:*

**Daniel Turgel**  
**Monica Holden**  
**White & Case LLP**  
**5 Old Broad Street**  
**London, U.K., EC2N 1DW**  
**Tel: (+44) (0) 20 7532 1000**

**Drew M. Valentine**  
**White & Case LLP**  
**1221 Avenue of the Americas**  
**New York, NY 10020**  
**Tel: (212) 819-8200**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company x

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

---

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

---

---

### EXPLANATORY NOTE

This Amendment No. 1 is being filed to amend the Registration Statement on Form F-3 (File No. 333- 292677) originally filed by the registrant on January 12, 2026 to (i) modify the amount of unsold securities to be included on the Registration Statement pursuant to Rule 415(a)(6) under the Securities Act of 1933, as amended, that were registered on a previously filed registration statement, as indicated in Exhibit 107 to this Amendment; and (ii) update the exhibit index set forth in Item 16. Accordingly, this Amendment No. 1 consists only of the facing page, this explanatory note, Part II of the Registration Statement, the signature page to the Registration Statement, and the exhibit being filed with this Amendment No. 1. The remainder of the Registration Statement, including the prospectus, is unchanged and has been omitted.

---

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 8. Exculpation, Insurance and Indemnification of Office Holders.

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. Our Amended and Restated Memorandum and Articles of Association (our "articles of association") permit indemnification of officers and directors for any liability, action, proceeding, claim, demand, costs damages or expenses, including legal expenses, incurred in their capacities as such unless such liability (if any) arises from actual fraud, willful neglect or willful default which may attach to such directors or officers. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. In addition, we have entered into indemnification agreements with our directors and senior executive officers that provide such persons with additional indemnification beyond that provided in our articles of association.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### ITEM 9. Exhibits.

Exhibits No.	Exhibit Index
1.1***	Form of Underwriting Agreement.
<u>1.2**</u>	<u>At The Market Offering Agreement, dated January 12, 2025, between the Registrant, Cantor Fitzgerald &amp; Co. and H.C. Wainwright &amp; Co., LLC, incorporated by reference to Exhibit 1.2 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
<u>3.1**</u>	<u>Amended and Restated Memorandum and Articles of Association of the Company, incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form F-3, filed with the SEC on January 17, 2025.</u>
<u>4.1**</u>	<u>Specimen ordinary share certificate of the Company, incorporated by reference to Exhibit 2.1 to the Company's Report on Form 20-F, filed with the SEC on December 5, 2024.</u>
<u>4.2**</u>	<u>Form of Indenture, incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
4.3***	Form of Debt Security.
4.4***	Form of Warrant Agreement (including form of Warrant Certificate).
<u>5.1**</u>	<u>Opinion of Maples and Calder (Cayman) LLP, incorporated by reference to Exhibit 5.1 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
<u>5.2**</u>	<u>Opinion of White &amp; Case LLP, incorporated by reference to Exhibit 5.2 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
<u>23.1**</u>	<u>Consent of Maples and Calder (Cayman) LLP (included in Exhibit 5.1).</u>
<u>23.2**</u>	<u>Consent of White &amp; Case LLP (included in Exhibit 5.2).</u>
<u>23.3**</u>	<u>Consent of PKF Littlejohn LLP, incorporated by reference to Exhibit 23.3 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
<u>24.1**</u>	<u>Powers of Attorney, incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form F-3, filed with the SEC on January 12, 2026.</u>
25.1****	Statement of Eligibility of Trustee under Indenture.
<u>107*</u>	<u>Calculation of Filing Fee Tables.</u>

\* Filed herewith.

\*\* Previously filed.

\*\*\* To be filed by amendment or incorporated by reference in connection with the offering of a class of securities.

\*\*\*\* Where applicable, to be incorporated by reference to a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

## ITEM 10. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended, or the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities Exchange Commission, or the SEC, pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (a)(1)(i), (a)(1)(ii), and (a)(1)(iii) of this section do not apply if the registration statement is on Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are incorporated by reference in the registration statement, or, as to a registration statement on Form F-3, is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) If the registrant is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Form F-3.
- (5) That, for the purpose of determining liability under the Securities Act to any purchaser:
  - (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (6) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on January 23, 2026.

### ARQIT QUANTUM INC.

By: /s/ Andrew Leaver

Name: Andrew Leaver

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Andrew Leaver</u> Andrew Leaver	Director and Chief Executive Officer (Principal Executive Officer)	January 23, 2026
* <u>Nick Pointon</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	January 23, 2026
* <u>Carlo Calabria</u>	Director	January 23, 2026
* <u>Stephen Chandler</u>	Director	January 23, 2026
* <u>Manfredi Lefebvre d'Ovidio</u>	Director	January 23, 2026
* <u>Garth Ritchie</u>	Director	January 23, 2026
* <u>Nicola Barbiero</u>	Director	January 23, 2026
*  <u>/s/ Andrew Leaver</u> Andrew Leaver Attorney-In-Fact		

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirement of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Arqit Quantum Inc. has signed this registration statement on January 23, 2026.

**ARQIT INC.**

By: /s/ Patrick Willcocks

Name: Patrick Willcocks

Title: Authorized Representative



# Calculation of Filing Fee Tables

F-3

Arqit Quantum Inc.

Table 1: Newly Registered and Carry Forward Securities

☐ Not Applicable

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
	Equity	Ordinary shares, par value \$0.0025 per share	457(o)									
	Equity	Preference shares, par value \$0.0025 per share	457(o)									
	Debt	Debt Securities	457(o)									
	Other	Warrants	457(o)									
Fees to be Paid	Unallocated (Universal) Shelf		457(o)			\$ 8,054,484.11	0.0001381	\$ 1,112.32				
	Equity	Ordinary shares, par value \$0.0025 per share	457(o)									
	Equity	Preference shares, par value \$0.0025 per share	457(o)									
	Debt	Debt Securities	457(o)									
	Other	Warrants	457(o)									
Fees Previously Paid	Unallocated (Universal) Shelf		457(o)			\$ 139,317,524.68		\$ 19,239.75				
Carry Forward Securities												
Carry Forward Securities	Equity	Ordinary shares, par value \$0.0025 per share	415(a)(6)						F-3	333-284343	01/29/2025	
Carry Forward Securities	Equity	Preference shares, par value \$0.0025 per share	415(a)(6)						F-3	333-284343	01/29/2025	
Carry Forward Securities	Debt	Debt Securities	415(a)(6)						F-3	333-284343	01/29/2025	
Carry Forward Securities	Other	Warrants	415(a)(6)						F-3	333-284343	01/29/2025	
Carry Forward Securities	Unallocated (Universal) Shelf		415(a)(6)			\$ 102,627,991.21			F-3	333-284343	01/29/2025	\$ 15,712.35
Total Offering Amounts:						\$ 250,000,000.00		\$ 20,352.07				
Total Fees Previously Paid:								\$ 19,239.75				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 1,112.32				

## Offering Note

1

Pursuant to Rule 415(a)(6) under the Securities Act, securities with a maximum aggregate price of \$102,627,991.21 registered hereunder are unsold securities (the "Unsold Securities") previously covered by the Registrant's registration statement on Form F-3 (File No. 333-284343), which became effective on January 29, 2025 (the "Prior Registration Statement"), and are included in this registration statement. The Registrant paid a filing fee of \$15,712.35 (calculated at the filing fee rate in effect at the time of the filing of the Prior Registration Statement) relating to the Unsold Securities under the Prior Registration Statement, and no additional filing fee is due with respect to the Unsold Securities in connection with the filing of this registration statement. During the grace period afforded by Rule 415(a)(5) under the Securities Act, the Registrant may continue to offer and sell under the Prior Registration Statement the Unsold Securities being registered hereunder. To the extent that, after the filing date hereof and prior to the effectiveness of this registration statement, the Registrant sells any Unsold Securities under the Prior Registration Statement, the Registrant will identify in a pre-effective amendment to this registration statement the updated number of Unsold Securities from the Prior Registration Statement to be included in this registration statement pursuant to Rule 415(a)(6) and the updated amount of new securities to be registered on this registration statement. Pursuant to Rule 415(a)(6) under the Securities Act, the offering of Unsold Securities under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this registration statement.

2

There are being registered hereunder such indeterminate number of ordinary shares, debt securities, subscription rights, warrants and units as shall have an aggregate initial offering price not to exceed \$250,000,000. Any securities registered hereunder may be sold separately or in combination with other securities registered hereunder. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the shares being registered hereunder also include such indeterminate number of shares as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions. The proposed maximum per unit and aggregate offering prices per class of securities will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified pursuant to Instruction 2.A.ii.b. to the Calculation of Filing Fee Tables and Related Disclosure on of Item 9(b) of Form F-3 under the Securities Act.

**Table 2: Fee Offset Claims and Sources**

☒ Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
<b>Rules 457(b) and 0-11(a)(2)</b>												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Rule 457(p)</b>												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

**Table 3: Combined Prospectuses**

☒ Not Applicable

	Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A