SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lefebvre d'Ovidio Manfredi	Arqit Quantum Inc. [ARQQ]	X Director / 10% Owner / Officer (give title below) / Other (specify below)
(Last) (First) (Middle) 3 ORCHARD PLACE	3. Date of Earliest Transaction (Month/Day/Year) 04/17/2026	
(Street) LONDON X0 SW1H 0BF	4. 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
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Business Combination Warrants (right to buy)	(1)	04/17/2026		S			151	(1)	09/03/2026	Ordinary Shares	151	$3.1	28,841.8	I	Beneficially owned through Heritage Assets SCSp
Business Combination Warrants (right to buy)	(1)	04/20/2026		S			307	(1)	09/03/2026	Ordinary Shares	307	$2.8	28,535.04	I	Beneficially owned through Heritage Assets SCSp

Explanation of Responses:

1. On September 19, 2024, Arqit Quantum Inc. (ARQQ) announced the implementation of a reverse stock split whereby every 25 outstanding ARQQ ordinary shares were consolidated into one ordinary share, par value $0.0025 per share. Each Business Combination Warrant has an exercise price of $11.50 and can be exercised at any time, at the holder's election, to purchase 0.04 of an ARQQ ordinary share on a post-reverse stock split basis, and cannot be exercised for fractional shares. Accordingly, on a post-reverse stock split basis holders of Business Combination Warrants are required to exercise at least 25 Business Combination Warrants in order to receive one whole ARQQ ordinary share at an aggregate exercise price of $287.50 per whole ARQQ ordinary share. The reporting person beneficially owns 713,376 Business Combination Warrants, which, if exercised in full, would be equivalent to 28,535.04 ARQQ ordinary shares on a post-reverse stock split basis.

Remarks:

Due to the issuer's status as a foreign private issuer pursuant to Rule 3a12-3(b) under the Securities Exchange Act of 1934 (the "Act"), the reporting person's transactions in the issuer's securities are exempt from Sections 16(b) and 16(c) of the Act.

/s/ Manfredi Lefebvre d'Ovidio 04/21/2026

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.