



Corporate & Investment Banking
Equity Capital Markets
500 West 33rd Street
New York, New York 10001

Strictly Confidential

March 20, 2023

VIA Email: Countrymanv@sec.gov

Vanessa Countryman
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Vanessa Countryman
Secretary of the SEC

Re: Registration Statement on Form S-4 (Registration No. 333-269760)

To whom it may concern:

We write regarding the above-referenced registration statement (the “Registration Statement”) of GigCapital5, Inc. (“GigCapital5”) concerning a proposed business combination (the “Transaction”) between GigCapital5 and QT Imaging, Inc. (“QT Imaging”). As of the date of this letter, the Registration Statement has not yet been declared effective.

This letter is to advise you that, effective as of March 20, 2023, our firm has waived its entitlement to the payment of the deferred underwriting discount in connection with our role as underwriter for GigCapital5, as described in the underwriting agreement, dated September 23, 2021, by and among GigCapital5, Wells Fargo Securities, LLC and William Blair & Company, L.L.C. We further confirm that, although our firm does not have any role with respect to the Transaction, for the avoidance of doubt, our firm has resigned from, or ceased or refused to act in, every office, capacity, and relationship with respect to the Transaction that may be described in the Registration Statement or otherwise.

We further advise you that neither our firm, any person who controls it (within the meaning of either Section 15 of the Securities Act of 1933 (the “Securities Act”)) nor any of its affiliates (within the meaning of Rule 405 under the Securities Act) will be responsible for any part of the Registration Statement.

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Consider whether the engaging entity is sufficiently creditworthy on its own to support the indemnity and other obligations in the Agreement. In particular, if the client is a majority-owned subsidiary of another company, or is controlled by a majority shareholder, consider obtaining a guarantee from the parent entity or majority shareholder.

Add bracketed language if there is an additional placement agent for the Transaction.

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Please be advised that nothing herein is intended to constitute an acknowledgment or admission, and we expressly deny, that we have been or are an underwriter (within the meaning of Section 2(a)(11) of the Securities Act or the rules and regulations promulgated thereunder) with respect to the Transaction.

Very truly yours,

Wells Fargo Securities, LLC

By: 

Lear Beyer
Managing Director

Cc: GigCapital5, Inc.