

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001907982

Previous Name(s) None

Name of Issuer

D-Wave Quantum Inc.

Jurisdiction of
Incorporation/Organization

DELAWARE

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year) 2022
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

D-Wave Quantum Inc.

Street Address 1

2650 EAST BAYSHORE ROAD

Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer
PALO ALTO CALIFORNIA 94303 650-285-2881

3. Related Persons

Last Name **Baratz** First Name **Alan** Middle Name **E.**
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Markovich** First Name **John** Middle Name **M.**
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Nguyen** First Name **Diane** Middle Name
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Nielsen** First Name **Kirstjen** Middle Name
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **West** First Name **Steven** Middle Name **M.**
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Biscay** First Name **Roger** Middle Name
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Ghai** First Name **Rohit** Middle Name
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Holt** First Name **Sharon** Middle Name **E.**
Street Address 1 **2650 East Bayshore Road** Street Address 2
City **Palo Alto** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94303**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
DiLullo	John	D.
Street Address 1	Street Address 2	
2650 East Bayshore Road		
City	State/Province/Country	ZIP/Postal Code
Palo Alto	CALIFORNIA	94303
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) |
| | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2026-01-20** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

This offering relates to the shares of common stock of D-Wave Quantum Inc. (the "Company") issued as consideration to former equityholders of Quantum Circuits, Inc. pursuant to the terms of an Agreement and Plan of Merger.

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0 USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
D-Wave Quantum Inc.	/s/ Diane Nguyen	Diane Nguyen	Chief Legal Officer and General Counsel	2026-01-30