

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Soleymannezhad Ali</u> (Last) (First) (Middle) C/O MAXCYTE, INC. 9713 KEY WEST AVENUE, SUITE 400 (Street) ROCKVILLE MD 20850 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/11/2024	3. Issuer Name and Ticker or Trading Symbol <u>MAXCYTE, INC. [MXCT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Commercial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,625 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	09/10/2033	Common Stock	275,000	3.82	D	
Employee Stock Option (right to buy)	(3)	12/10/2033	Common Stock	25,000	5.02	D	
Employee Stock Option (right to buy)	(4)	03/14/2034	Common Stock	62,500	4.31	D	

Explanation of Responses:

- These shares represent restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. Twenty-five percent (25%) of the RSUs shall vest on March 15, 2025, and the remainder shall vest in three (3) substantially equal annual installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- Twenty-five percent (25%) of the shares underlying this option vested on September 11, 2024, and the remainder shall vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- Twenty-five percent (25%) of the shares underlying this option shall vest on December 11, 2024, and the remainder shall vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- Twenty-five percent (25%) of the shares underlying this option shall vest on March 15, 2025, and the remainder shall vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ David Sandoval,
Attorney-in-Fact

09/18/2024

** 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 5 (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.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Maher Masoud, David Sandoval and Douglas Swirsky, or either of them acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), Rule 144 under the Securities Act of 1933 ("Rule 144"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MaxCyte, Inc., a Delaware corporation (the "Company"), any and all reports under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144, with respect to the any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Form 144;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Exchange Act or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports with the SEC with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of September, 2024.

/s/ Ali Soleymannezhad

Signature

Ali Soleymannezhad

Print Name