

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*

MAXCYTE, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

57777K106

(CUSIP Number)

09/30/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 57777K106

	Names of Reporting Persons
1	Cadian Capital Management, LP
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☐ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	8,227,603.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	8,227,603.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	8,227,603.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	7.7 %
12	Type of Reporting Person (See Instructions)
	IA, PN

SCHEDULE 13G

CUSIP No. 57777K106

1	Names of Reporting Persons
	Cadian Capital Management GP, LLC
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	8,227,603.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	8,227,603.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	8,227,603.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐

11	Percent of class represented by amount in row (9)
	7.7 %
12	Type of Reporting Person (See Instructions)
	OO, HC

SCHEDULE 13G

CUSIP No. 57777K106

	Names of Reporting Persons
1	ERIC BANNASCH
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☐ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	UNITED STATES
	Sole Voting Power
5	0.00
Number of	Shared Voting Power
Shares	6
Beneficially	8,227,603.00
Owned by	Sole Dispositive Power
Each	7
Reporting	0.00
Person	Shared Dispositive
With:	Power
	8
	8,227,603.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	8,227,603.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐
	Percent of class represented by amount in row (9)
11	7.7 %
	Type of Reporting Person (See Instructions)
12	IN, HC

SCHEDULE 13G

Item 1.

	Name of issuer:
(a)	MAXCYTE, INC.
	Address of issuer's principal executive offices:
(b)	9713 Key West Avenue, Suite 400, Rockville, Maryland, 20850

Item 2.

Name of person filing:

- (a) (i) Cadian Capital Management, LP, (ii) Cadian Capital Management GP, LLC, and (iii) Eric Bannasch (collectively, the "Reporting Persons")

Address or principal business office or, if none, residence:

- (b) For each of the Reporting Persons: 535 Madison Avenue, 36th Floor, New York, New York 10022
Citizenship:

- (c) (i) Cadian Capital Management, LP is a Delaware limited partnership, (ii) Cadian Capital Management GP, LLC is a Delaware limited liability company, and (iii) Eric Bannasch is a United States citizen.

Title of class of securities:

- (d) Common Stock, par value \$0.01 per share
CUSIP No.:

- (e) 57777K106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) As of September 30, 2025, each of the Reporting Persons may have been deemed to have beneficially owned 8,227,603 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of MaxCyte, Inc. (the "Issuer"). All securities reported in this Schedule 13G were directly held by Cadian Master Fund L.P. and Cadian Opportunities Master Fund LP (collectively, the "Advisory Clients"), advisory clients of Cadian Capital Management, LP (the "Adviser"). Pursuant to Investment Management Agreements between the Advisory Clients and the Adviser, the Adviser exercises exclusive voting and investment power over securities directly held by the Advisory Clients. Cadian Capital Management GP, LLC is the general partner of the Adviser. Eric Bannasch is the sole managing member of Cadian Capital Management GP, LLC.

Percent of class:

- (b) As of September 30, 2025, each of the Reporting Persons may have been deemed to have beneficially owned approximately 7.7% of the shares of Common Stock of the Issuer outstanding, based on 106,644,343 shares of Common Stock outstanding as of September 30, 2025, as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2025. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

As of September 30, 2025, each of the Reporting Persons may have been deemed to have had sole power to vote or to direct the vote of 0 shares of Common Stock.

(ii) Shared power to vote or to direct the vote:

As of September 30, 2025, each of the Reporting Persons may have been deemed to have had shared power to vote or to direct the vote of 8,227,603 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of:

As of September 30, 2025, each of the Reporting Persons may have been deemed to have had sole power to dispose or to direct the disposition of 0 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of:

As of September 30, 2025, each of the Reporting Persons may have been deemed to have had shared power to dispose or to direct the disposition of 8,227,603 shares of Common Stock.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All securities reported in this Schedule 13G were directly held by the Advisory Clients. Cadian Master Fund L.P. individually directly holds Common Stock representing more than 5% of the Issuer's Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

The disclosure regarding the relationships among the Reporting Persons in Item 4 is incorporated by reference herein.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Cadian Capital Management, LP

Signature: /s/ Eric Bannasch

Name/Title: Eric Bannasch/Managing Member, Cadian Capital Management GP, LLC, its General Partner

Date: 11/14/2025

Cadian Capital Management GP, LLC

Signature: /s/ Eric Bannasch

Name/Title: Eric Bannasch/Managing Member

Date: 11/14/2025

ERIC BANNASCH

Signature: /s/ Eric Bannasch

Name/Title: Eric Bannasch/Self

Date: 11/14/2025