

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Ross Thomas M.</u> (Last) (First) (Middle) C/O MAXCYTE, INC. 9713 KEY WEST AVENUE, SUITE 400 (Street) ROCKVILLE MD 20850 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MAXCYTE, INC. [ MXCT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP, Global Sales &amp; Marketing</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2022					
			4. 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 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			
Common Stock	11/01/2022		M <sup>(1)</sup>		23,429	A	\$0.84	23,429	D	
Common Stock	11/01/2022		S <sup>(1)</sup>		23,429	D	\$6.94 <sup>(2)</sup>	0	D	
Common Stock	11/02/2022		M <sup>(1)</sup>		4,438	A	\$0.84	4,438	D	
Common Stock	11/02/2022		M <sup>(1)</sup>		1,266	A	\$1.08 <sup>(3)</sup>	5,704	D	
Common Stock	11/02/2022		S <sup>(1)</sup>		5,704	D	\$6.85 <sup>(4)</sup>	0	D	

**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
Employee Stock Option (right to buy)	\$0.84	11/01/2022		M <sup>(1)</sup>			23,429	(5)	01/10/2026	Common Stock	23,429	\$0.00	4,438	D	
Employee Stock Option (right to buy)	\$0.84	11/02/2022		M <sup>(1)</sup>			4,438	(5)	01/10/2026	Common Stock	4,438	\$0.00	0	D	
Employee Stock Option (right to buy)	\$1.08 <sup>(3)</sup>	11/02/2022		M <sup>(1)</sup>			1,266	(5)	06/13/2026	Common Stock	1,266	\$0.00	60,734	D	

**Explanation of Responses:**

- The sales and option exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2022.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$6.80 to \$7.04, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- This exercise price is in U.S. Dollars and reflects the conversion of British pounds, the currency in which the exercise price was expressed at the time of grant.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$6.72 to \$6.95, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- This option is fully vested and exercisable.

**Remarks:**

/s/ Brian F. Leaf, attorney-in-fact 11/03/2022

\*\* 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.