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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**Zapata Quantum, Inc.**

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**(Name of Issuer)**

**Common Stock, \$0.0001 par value**

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**(Title of Class of Securities)**

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**(CUSIP Number)**

**Lori A. Weber, Esq.**  
**Nason Yeager Gerson Harris & Fumero P.A., 3001 PGA Blvd Ste 305**  
**Palm Beach Gardens, FL, 33410**  
**754-315-3147**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**05/01/2026**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No.**

Name of reporting person

1

Sumit Kapur

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 PF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

37,595,833.00

Shared Voting Power

8

0.00

Sole Dispositive Power

9

37,595,833.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

37,595,833.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

21.2 %

Type of Reporting Person (See Instructions)

IN

## SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, \$0.0001 par value

Name of Issuer:

(b)

Zapata Quantum, Inc.

Address of Issuer's Principal Executive Offices:

(c)

6 Liberty Square, #2488, Boston, MASSACHUSETTS , 02109.

**Item 1** This Amendment 2 amends the Schedule 13DA filed with the Securities and Exchange Commission on October 23, 2025 and is being filed to reflect the recent voluntary registration by Zapata Quantum, Inc. ("Issuer") of its common stock pursuant to Section 12(g) of the Act to enable the Issuer to become a mandatory "reporting company" subject to the Act. As a mandatory "reporting company" the Issuer is now required to make periodic disclosures including, by filing annual reports on Form 10-K, Quarterly Reports on Form 10-Q and must promptly disclose certain important events on a Form 8-K. The Reporting Person's interest in securities of the Issuer described in Item 5 below has not changed except as related to the additional vesting of previously reported grants and a decrease to the aggregate percentage beneficially owned as calculated based upon the Issuer's outstanding shares as of March 23, 2026.

Item 2. Identity and Background

(a) Sumit Kapur

(b) 6 Liberty Square, #2488, Boston MA 02109

- (c) Mr. Kapur is the Chief Executive Officer, Chief Financial Officer and Director of Zapata Quantum, Inc.
- (d) During the past five years the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years the Reporting Person has not been a party to a civil proceeding or a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) United States
- Item 3. Source and Amount of Funds or Other Consideration
- On October 9, 2025, the Reporting Person received (i) 1,000,000 stock options, vesting in equal monthly increments over two years, with the first vesting date to occur on November 9, 2025, subject to continued services as a director with the Company as of each applicable vesting date and (ii) 5,000,000 stock options, vesting in equal monthly installments over four years, subject to continued employment with the Company as of each applicable vesting date.
- Item 4. Purpose of Transaction
- The Reporting Person is the Chief Executive Officer, Chief Financial Officer and Director of the Issuer. He acquired all of his securities with the purpose of exercising control.
- Item 5. Interest in Securities of the Issuer
- The Reporting Person beneficially owns (i) 32,500,000 restricted shares of the Issuer's Common Stock, vesting in equal monthly installments over a two-year period; (ii) 325,000 shares of Common Stock underlying stock options, which represent a portion of a grant of 600,000 stock options on May 20, 2024 with an exercise price of \$1.23 per share, the remainder of which vests in equal monthly increments over three years from March 13, 2025; (iii) 2,500,000 shares of Common Stock issuable upon conversion of a convertible promissory note in the principal amount of \$100,000 with a conversion price of \$0.04 per share, (iv) 1,250,000 shares of Common Stock issuable upon exercise of a five-year warrant to purchase shares of Common Stock with an exercise price of \$0.04 per share, (v) 291,667 shares of Common Stock underlying stock options, which represent a portion of a grant of 1,000,000 stock options on October 9, 2025 with an exercise price of \$0.08 per share, the remainder of which vests in equal monthly increments over two years, and (vi) 729,167 shares of Common Stock underlying stock options, which represent a portion of a grant of 5,000,000 stock options on October 9, 2025 with an exercise price of \$0.08 per share, the remainder of which vests in equal monthly increments over four years. The above number of shares amounts to approximately 21.2% of the 172,293,506 outstanding shares of common stock as of March 23, 2026.
- (a) The Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition of all shares beneficially owned by the Reporting Person.
- (b) Except as described in this Schedule 13D under Item 3 above, the Reporting Person did not engage in any transactions in shares of the Company's common stock during the past 60 days.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Not applicable.
- Item 7. Material to be Filed as Exhibits.
- Not applicable.

#### 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.

Sumit Kapur

Signature: /s/ Sumit Kapur

Name/Title: Sumit Kapur, individually

Date: 05/04/2026