Exhibit 10.4  
 REGISTRATION RIGHTS AGREEMENT  
 This Registration Rights Agreement (this “Agreement”), dated as of September 30, 2024, is entered into by and among VSee Health, Inc., a Delaware corporation (together with its successors and, if permitted, assigns, the “Company”), and the holders identified on the signature pages hereto (each, together with its successors and, if permitted, assigns, a “Holder”).  
 WHEREAS, pursuant to the Securities Purchase Agreement, dated as of the date hereof, between the Company and each of the Holders (the “Purchase Agreement”), Holders have agreed to purchase, and have the option to purchase, certain Purchased Securities (as defined therein), which may result in the Holders holding Registrable Securities (as defined below); and  
 WHEREAS, the Company has agreed to register the Registrable Securities;  
 NOW, THEREFORE, in consideration of the representations, warranties and covenants contained in this Agreement, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:  
 1. Definitions.  
 (a)            Capitalized terms used but not defined herein are used as defined in the Purchase Agreement or, if not defined therein, encompass all items covered by the definition of such term in any Note.  
 (b)            As used in this Agreement, the following terms shall have the following meanings:  
 “Advice” has the meaning specified in Section 6(d).  
 ‘Discontinuation Event” has the meaning specified in Section 6(d).