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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 31, 2023**

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**MARPAI, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40904**  
(Commission File Number)

**86-1916231**  
(IRS Employer  
Identification No.)

**5701 East Hillsborough Avenue, Suite 1417**  
**Tampa, Florida**  
(Address of Principal Executive Offices)

**33610**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 646 303-3483**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, par value \$0.0001 per share	MRAI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***Adoption of an amendment to the 2021 Global Stock Incentive Plan*

On May 31, 2022, Marpai, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”). At the 2023 Annual Meeting, the Company’s stockholders approved an amendment to the Company’s 2021 Global Stock Incentive Plan (the “Plan”) to increase the number of shares authorized for issuance under the Plan by 2,000,000 from 7,803,421 to 9,803,421 (the “Plan Amendment”). The Plan Amendment was previously approved, subject to stockholder approval, by the Company’s Board of Directors (the “Board”), upon the recommendation of the Board’s Compensation Committee, on April 10, 2023.

A detailed summary of the Plan Amendment is set forth in the Company’s Definitive Proxy Statement on Schedule 14A for the 2023 Annual Meeting filed with the Securities and Exchange Commission on April 12, 2023 (the “Proxy Statement”) under the caption “Proposal 2: Incentive Plan Proposal,” which summary is incorporated herein by reference.

That detailed summary of the Plan Amendment is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which is attached as Annex A to the Company’s Proxy Statement, and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The final voting results of the 2023 Annual Meeting held on May 31, 2023, are set forth below. Stockholders voted on the following proposals:

**Proposal No. 1 — Election of Directors**

The stockholders elected the following individuals as directors of the Company to hold office until the next annual meeting of stockholders or until their successors shall have been duly elected and qualified.

<b>Director Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Edmundo Gonzalez	8,947,704	36,189	9,090	5,032,174
Yaron Eitan	8,717,924	260,710	14,349	5,032,174
Damien Francis Lamendola	8,945,242	38,651	9,090	5,032,174
Sagiv Shiv	8,964,493	19,341	9,149	5,032,174
Mohsen Moazami	8,427,816	551,018	14,149	5,032,174
Vincent Kane	8,430,266	546,428	16,289	5,032,174
Coleen DiClaudio	8,965,000	11,694	162,89	5,032,174

Proposal No. 2 — Approval of the Plan Amendment.

For	Against	Abstain	Broker Non-Votes
8,587,499	399,368	6,116	5,032,174

Proposal No. 3 — Ratification of the appointment by the Audit Committee of the Board of UHY LLP, as the Company’s independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023.

For	Against	Abstain	Broker Non-Votes
14,009,396	6,814	8,947	N/A

The results reported above are final voting results.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARPAI, INC

Date: May 31, 2023

By: /s/ Edmundo Gonzalez  
Name: Edmundo Gonzalez  
Title: Chief Executive Officer

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