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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 29, 2023

MARPAI, INC.

(Exact name of Registrant as Specified in Its Charter)

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)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

Item 2.02 Results of Operations and Financial Condition.

The information contained under Item 7.01 below is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On June 29, 2023, Marpai, Inc. (the “Company”), issued a press release announcing certain preliminary unaudited financial information for its fiscal quarter ended June 30, 2023. The preliminary results presented reflect the Company’s estimates based solely upon information available, and the Company’s final results could differ from these estimates due to the completion of the Company’s financial closing procedures, final adjustments and other developments that may arise between now and the time such consolidated financial statements for the quarter ended June 30, 2023 are issued.

A copy of the press release issued by the Company announcing the preliminary unaudited financial information for its fiscal quarter ended June 30, 2023 is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated June 29, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 30, 2023

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

Marpai Confirms Revenue Guidance for Q2 2023 of \$9.5 Million to \$9.8 Million

Company cites expected improvements in EBITDA

NEW YORK—(BUSINESS WIRE)—Marpai, Inc.—June 29, 2023—("Marpai" or the "Company") (Nasdaq: MRAI), an AI-powered Third-Party Administrator (TPA) transforming self-funded employer health plans, confirmed its revenue guidance for Q2 2023 as between \$9.5 million to \$9.8 million.

The Company also expects improvement in the second quarter's EBITDA ("earnings before taxes, interest expense and depreciation and amortization expenses") and net income compared to the EBITDA and net income reported for the first quarter of 2023.

"We are making significant progress in consolidating our Company into one, after the acquisition of Maestro Health, and we are now completing our plan of integration," said Edmundo Gonzalez, Chief Executive Officer of Marpai. "The expected improvements in our profitability metrics are evident even as we continue to make targeted investments in products that help our members live healthier lives, while helping our clients save money on their healthcare spend."

"Our cost cutting efforts are starting to show meaningful results," said Yoram Bibring, Chief Financial Officer of Marpai. "This is evidenced by the expected improvement in our EBITDA in the second quarter, despite revenues remaining approximately flat, as expected, compared to the first quarter of the year."

For more information, please visit <https://ir.marpaihealth.com> for more information.

About Marpai, Inc.

Marpai, Inc. (Nasdaq: MRAI) is an AI-powered Third Party Administrator (TPA) delivering health plan administration and services to employers that directly pay for employee health benefits (self-funded employer health plans). As a technology innovator in the \$22 billion TPA sector representing over \$1 trillion in annual claims, Marpai includes services beyond traditional TPA services that improve health plan value to members, and significantly reduce medical and pharmaceutical costs for members and the plan. By leveraging artificial intelligence and big data, Marpai proactively enables early clinical interventions by proven value-based care providers that can mitigate and reverse costly conditions and avoid costly care. Marpai also helps members fill gaps in annual care and guides them to high-value in-network providers and affordable pharmacy solutions. Operating nationwide, Marpai offers access to provider networks including Aetna and Cigna and delivers all standard TPA services. For more information, visit www.marpaihealth.com or <https://ir.marpaihealth.com> for investors.

Forward-Looking Statement Disclaimer

This press release contains forward-looking statements, as that term is defined in the Private Litigation Reform Act of 1995, that involve significant risks and uncertainties, including statements regarding the Company's expected improvement in the second quarter's EBITDA and net income compared to the EBITDA and net income reported for the first quarter of 2023. Forward-looking statements can be identified through the use of words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance," "may," "can," "could", "will", "potential", "should," "goal" and variations of these words or similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Marpai's current expectations and speak only as of the date of this release. Actual results may differ materially from Marpai's current expectations depending upon a number of factors. These factors include, among others, adverse changes in general economic and market conditions, competitive factors including but not limited to pricing pressures and new product introductions, uncertainty of customer acceptance of new product offerings, market changes, and risks associated with managing the growth of the business. Except as required by law, Marpai does not undertake any responsibility to revise or update any forward-looking statements whether as a result of new information, future events or otherwise. More detailed information about Marpai and the risk factors that may affect the realization of forward-looking statements is set forth in Marpai's filings with the Securities and Exchange Commission (the "SEC"). Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>.

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