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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): December 06, 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.)

**615 Channelside Drive, Suite 207**  
**Tampa, Florida**  
(Address of Principal Executive Offices)

**33602**  
(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 8.01 Other Events.**

As previously disclosed, on October 6, 2023, Marpai, Inc. (the “Company”) received a letter (the “Notice”) from the listing qualifications staff (the “Staff”) of the Nasdaq Stock Market (“Nasdaq”) notifying the Company that it was not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing. On December 6, 2023, the Company received a letter from the Staff notifying the Company that the Staff has determined that for the last 10 consecutive business days, from November 21, 2023 to December 5, 2023, the closing bid price of the Company’s Class A common stock had been at \$1.00 per share or greater and that accordingly, the Company has regained compliance with Nasdaq Listing Rule 5550(a)(2) and the matter is now closed.

On December 6, 2023, the Company issued a press release titled, “Marpai, Inc. Regains Compliance with Nasdaq Minimum Bid Price Compliance.” A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit Number	Description
99.1	<a href="#">Press release dated December 6, 2023.</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

## 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: December 6, 2023

By: /s/ Damien Lamendola  
Name: Damien Lamendola  
Title: Chief Executive Officer

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*FOR IMMEDIATE RELEASE***MARPAI, INC. REGAINS COMPLIANCE WITH NASDAQ MINIMUM BID PRICE COMPLIANCE**

**New York, December 6, 2023** Marpai, Inc. ("Marpai" or the "Company") (Nasdaq: MRAI), an independent national Third-Party Administrator (TPA) company transforming the \$22 billion TPA market supporting self-funded employer health plans, today announced that the Company received a notification letter (the "Notification Letter") from the Listings Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that it has regained compliance with Nasdaq's minimum bid price requirement and that the matter is closed.

**About Marpai, Inc.**

Marpai is a leading national TPA company bringing value-oriented health plan services to employers that directly pay for employee health benefits, primarily competing in the \$22 billion TPA sector serving self-funded employer health plans representing over \$1 trillion in annual claims. Marpai works to deliver the healthiest member population for the health plan budget. Operating nationwide, Marpai offers access to leading provider networks including Aetna and Cigna and all TPA services. For more information, visit [www.marpaihealth.com](http://www.marpaihealth.com), the content of which is not incorporated by reference into this press release.

Investor Relations contact:  
Steve Johnson  
[steve.johnson@marpaihealth.com](mailto:steve.johnson@marpaihealth.com)

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