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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): March 12, 2024**

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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:**

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.

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**Item 8.01 Other Events.**

On March 13, 2024, Marpai, Inc. issued a press release titled, "Nasdaq Panel Grants Marpai's Request for Extension to Comply with Continued Listing Requirements." 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.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated March 13, 2024</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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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: March 13, 2024

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

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## **NASDAQ PANEL GRANTS MARPAI'S REQUEST FOR EXTENSION TO COMPLY WITH CONTINUED LISTING REQUIREMENTS**

**Tampa, March 13, 2024**, Marpai, Inc. ("Marpai" or the "Company") (Nasdaq: MRAI), an independent national Third-Party Administration (TPA) company transforming the \$22 billion TPA market supporting self-funded employer health plans with affordable, intelligent, healthcare, today announced that it received notice from the Nasdaq Hearings Panel ("Panel") of The Nasdaq Stock Market ("Nasdaq") that it has granted the Company an extension to regain compliance with the continued listing requirements for The Nasdaq Capital Market (the "Panel Decision"), as discussed more fully below.

Subject to the Company meeting certain requirements by March 31, 2024, the Hearings Panel granted the Company an extension until May 28, 2024, to regain compliance with the Market Value of Listed Securities ("MVLS") requirement of \$35,000,000 or satisfy any of the alternative requirements in Listing Rule 5550(b).

"The extension granted by the Nasdaq Hearings Panel will allow us to finish executing our plan to regain compliance with Nasdaq's minimum market value of listed securities requirement," said Damien Lamendola, CEO of Marpai. "Marpai has made significant progress on our plan to raise equity, improve operational efficiencies and drive growth through our recent customer renewals and wins."

As previously disclosed by the Company, on May 31, 2023, Nasdaq Listing Qualifications staff ("Staff") notified the Company that the market value of its listed securities ("MVLS") had been below the minimum \$35,000,000 required for continued listing as set forth in Listing Rule 5550(b)(2). In accordance with Listing Rule 5810(c)(3)(C), the Company was provided 180 calendar days, or until November 27, 2023, to regain compliance. On November 28, 2023, the Staff notified the Company that it had determined to delist the Company as it did not comply with the MVLS requirement for listing on the Exchange. On November 29, 2023, the Company requested a hearing. A hearing on the matter was held on February 22, 2024, where the Company presented its compliance plan.

Notwithstanding the foregoing, there can be no assurance that the Company will be able to meet these deadlines or ultimately regain compliance with all applicable requirements for continued listing.

### **About Marpai, Inc.**

Marpai, Inc. (Nasdaq: MRAI) 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.

### **Forward-Looking Statement Disclaimer**

This press release contains forward-looking statements, as that term is defined in the Private

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Litigation Reform Act of 1995, that involve significant risks and uncertainties. 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. For example, the Company is using forward looking statements when it discusses the potential to regain compliance with the Nasdaq listing rules. 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 and market changes, 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. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>.

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

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