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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 26, 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 2.02 Results of Operations and Financial Condition.**

On March 26, 2024, Marpai, Inc. (“Marpai” or the “Company”) issued a press release providing selected financial information for the three months and year ended December 31, 2023. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference into this Item 2.02 in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated March 26, 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 26, 2024

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

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**FOR IMMEDIATE RELEASE**

## **MARPAI REPORTS FOURTH QUARTER AND FULL YEAR 2023 FINANCIAL RESULTS**

*Full Year Benefit of Maestro Acquisition and Q4 Corrective Actions Driving Financial Improvement*

**Tampa, March 26, 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 financial results for the fourth quarter and fiscal year 2023. The Company expects to hold a webcast to discuss the results on March 27, 2024.

### Q4 2023 Financial Highlights:

- Net revenues were \$8.7 million for the three months ended December 31, 2023, an improvement of \$1.1 million, or 14% higher year over year, for the three months ended December 31, 2022.
- Gross profit was \$3.0 million for the three months ended December 31, 2023, an improvement of \$0.2 million, or 6.5% higher year over year for the three months ended December 31, 2022.
- Operating expenses were \$8.2 million for the three months ended December 31, 2023, an improvement of \$3.6 million, or 30.6% lower year over year for the three months ended December 31, 2022.
- Operating loss was \$5.2 million for the three months ended December 31, 2023, an improvement of \$3.8 million, or 42.3% lower year over year for the three months ended December 31, 2022.
- Net loss was \$5.0 million for the three months ended December 31, 2023, an improvement of \$3.5 million, or 41.1% lower year over year for the three months ended December 31, 2022.
- Basic and diluted earnings per share were (\$0.65) an improvement of \$1.00 per share year over year for the three months ended December 31, 2023.

### Full Year 2023 Highlights:

- Net revenues were \$37.2 million for the year ended December 31, 2023, an improvement of \$12.8 million, or 52.6% higher year over year compared to the year ended December 31, 2022.
  - Gross profit was \$12.9 million for the year ended December 31, 2023, an improvement of \$5.7 million, or 79.2% higher year over year compared to the year ended December 31, 2022.
  - Operating expenses were \$40.9 million, for the year ended December 31, 2023, an increase of \$6.7 million, or 19.7% higher year over year compared to the year ended December 31, 2022. The \$1.3 million variance for the operating expenses and operating loss from our previously announced preliminary results was due to the reclassification of \$3.0 million goodwill impairment and \$1.7 million gain on sale of our non-core FSA business.
  - Operating loss was \$28.0 million for the year ended December 31, 2023, or an increase of \$1.0 million, or 3.8% higher year over year compared to the year ended December 31, 2022.
  - Net loss was \$28.8 million for the year ended December 31, 2023, an increase of \$2.3 million, or 8.6% higher, compared to the year ended December 31, 2022.
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•Basic and diluted earnings per share were (\$4.14) for the year ended December 31, 2023, an improvement of \$1.09 per share compared to the year ended December 31, 2022.

“The Company delivered on several actions identified when the new executive team joined in early November 2023,” said Damien Lamendola, Chief Executive Officer of Marpai. “We are starting to gain the benefits of the Maestro Health acquisition. We remain committed to our overall vision that **Marpai Saves**, through operational and financial improvements, reduces costs for our clients and improves the quality of care for our members.”

### **Webcast and Conference Call Information**

Marpai expects to host a conference call and webcast on Wednesday, March 27, 2024, at 8:30 a.m. ET to answer questions about the Company's operational and financial highlights for its fourth quarter and year ended December 31, 2023.

Investors interested in listening to the conference call may do so by dialing (800)-836-8184 for domestic callers or +1-646-357-8785 for international callers, or via webcast:

<https://app.webinar.net/8OgAYdJmbd9>

### **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 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 its financial results and that it remains committed to its overall vision that Marpai Saves, through operational and financial improvements, reduces cost for its clients and improving the quality of care for its members. 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>.

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MARPAI

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**MARPAI, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands)

	December 31, 2023	December 31, 2022
<b>ASSETS:</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 1,147	\$ 13,765
Restricted cash	12,345	9,353
Accounts receivable, net of allowance for credit losses of \$24,617 and \$23,458	1,125	1,438
Unbilled receivable	768	350
Due from buyer for sale of business unit	800	
Prepaid expenses and other current assets	892	1,602
Other receivables	8	31
<b>Total current assets</b>	<b>17,085</b>	<b>26,538</b>
Property and equipment, net	611	1,506
Capitalized software, net	2,128	4,589
Operating lease right-of-use assets	2,373	3,842
Goodwill	3,017	5,837
Intangible assets, net	5,177	6,323
Security deposits	1,267	1,293
Other long-term asset	21	22
<b>Total assets</b>	<b>\$ 31,679</b>	<b>\$ 49,950</b>
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 4,649	\$ 1,458
Accrued expenses	2,816	5,275
Accrued fiduciary obligations	11,573	9,024
Deferred revenue	661	288
Current portion of operating lease liabilities	512	1,311
Other short-term liabilities	632	—
Due to related party	—	3
<b>Total current liabilities</b>	<b>20,843</b>	<b>17,360</b>
Other long-term liabilities	19,401	20,204
Operating lease liabilities, net of current portion	3,684	4,772
Deferred tax liabilities	1,189	1,480
<b>Total liabilities</b>	<b>45,117</b>	<b>43,815</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' (DEFICIT) EQUITY</b>		
Common stock, \$0.0001 par value, 227,791,050 shares authorized; 7,960,938 issued and outstanding at December 31, 2023 and 5,319,758 issued and outstanding at December 31, 2022 (1)	1	1
Additional paid-in capital	63,307	54,128
Accumulated deficit	(76,746)	(47,994)
<b>Total stockholders' (deficit) equity</b>	<b>(13,438)</b>	<b>6,134</b>
<b>Total liabilities and stockholders' (deficit) equity</b>	<b>\$ 31,679</b>	<b>\$ 49,950</b>



## CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands)

	Twelve Months Ended	
	December 31, 2023	December 31, 2022
Revenue	\$ 37,155	\$ 24,342
<b>Costs and expenses</b>		
Cost of revenue (exclusive of depreciation and amortization shown separately below)	24,239	17,136
General and administrative	19,177	12,319
Sales and marketing	6,597	6,939
Information technology	5,834	6,373
Research and development	1,312	3,708
Depreciation and amortization	3,897	3,538
Impairment of goodwill	3,018	-
Facilities	2,472	1,013
Loss on disposal of assets	335	273
Gain on sale of business unit	(1,749)	-
<b>Total costs and expenses</b>	<b>65,132</b>	<b>51,299</b>
<b>Operating loss</b>	<b>(27,977)</b>	<b>(26,957)</b>
<b>Other expenses</b>		
Other income	489	235
Interest expense, net	(1,527)	(267)
Foreign exchange loss	(27)	—
<b>Loss before provision for income taxes</b>	<b>(29,042)</b>	<b>(26,989)</b>
Income tax benefit	(290)	(521)
<b>Net loss</b>	<b>\$ (28,752)</b>	<b>\$ (26,468)</b>
<b>Net loss per share, basic &amp; fully diluted</b>	<b>\$ (4.14)</b>	<b>\$ (5.23)</b>
<b>Weighted average common shares outstanding, basic and diluted</b>	<b>6,951,669</b>	<b>5,059,959</b>

**MARPAI, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands)

	Three Months Ended	
	December 31, 2023	December 31, 2022
Revenue	\$ 8,707	\$ 7,628
<b>Costs and expenses</b>		
Cost of revenue (exclusive of depreciation and amortization shown separately below)	5,709	4,813
General and administrative	3,239	4,379
Sales and marketing	1,103	2,109
Information technology	1,059	2,510
Research and development	21	1,024
Depreciation and amortization	923	1,034
Impairment of goodwill	3,018	—
Facilities	554	426
Loss on disposal of assets	(15)	213
Gain on sale of business unit	(1,749)	-
<b>Total costs and expenses</b>	13,862	16,508
<b>Operating loss</b>	(5,155)	(8,880)
<b>Other expenses</b>		
Other income	258	107
Interest expense, net	(425)	(226)
Foreign exchange loss	6	5
<b>Loss before provision for income taxes</b>	(5,316)	(8,994)
Income tax benefit	(290)	(521)
<b>Net loss</b>	\$ (5,026)	\$ (8,473)
<b>Net loss per share, basic &amp; fully diluted</b>	\$ 0.65	\$ 1.63
<b>Weighted average common shares outstanding, basic and diluted</b>	7,738,879	5,186,573

**MARPAI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Twelve Months Ended	
	December 31, 2023	December 31, 2022
<b>Cash flows from operating activities:</b>		
Net loss	\$ (28,752)	\$ (26,468)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,897	3,538
Loss on disposal of assets	335	273
Share-based compensation	2,099	3,105
Warrant expense	242	—
Shares issued to vendors in exchange for services	79	39
Amortization of right-of-use asset	1,502	599
Goodwill impairment	3,018	—
Gain on sale of business unit	(1,749)	—
Non-cash interest	1,527	259
Deferred taxes	(290)	(521)
Changes in operating assets and liabilities:		
Accounts receivable and unbilled receivable	(105)	(597)
Prepaid expense and other assets	710	893
Other receivables	22	60
Security deposit	26	—
Accounts payable	3,191	181
Accrued expenses	(2,496)	(2,052)
Accrued fiduciary obligations	2,548	(12,823)
Operating lease liabilities	(1,887)	(661)
Due To related party	(3)	(3)
Other liabilities	337	(1,068)
Other asset	—	7
Net cash used in operating activities	(15,749)	(35,239)
<b>Cash flows from investing activities:</b>		
Cash and restricted cash acquired as part of acquisitions (See Note 5)	—	33,388
Capitalization of software development costs	—	(603)
Proceeds from sale of business unit	1,000	—
Disposal of property and equipment	27	—
Purchase of property and equipment	—	(363)
Net cash provided by (used in) investing activities	1,027	32,422
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock in a public offering, net	6,432	—
Payments to seller for acquisition (Note 4)	(1,663)	—
Proceeds from issuance of warrants	32	—
Proceeds from issuance of common stock in a private offering, net	295	—
Proceeds from stock option exercises	—	—
Net cash provided by financing activities	5,096	—
<b>Net decrease in cash, cash equivalents and restricted cash</b>	<b>(9,626)</b>	<b>(2,817)</b>
<b>Cash, cash equivalents and restricted cash at beginning of period</b>	<b>23,117</b>	<b>25,934</b>
<b>Cash, cash equivalents and restricted cash at end of period</b>	<b>\$ 13,491</b>	<b>\$ 23,117</b>

**MARPAI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS CONTINUED**  
(in thousands)

	Twelve Months Ended	
	December 31, 2023	December 31, 2022
<b>Reconciliation of cash, cash equivalents, and restricted cash reported in the condensed consolidated balance sheet</b>		
Cash and cash equivalents	\$ 1,147	\$ 13,764
Restricted cash	12,344	9,353
<b>Total cash, cash equivalents and restricted cash shown in the condensed consolidated statement of cash flows</b>	<b>\$ 13,491</b>	<b>\$ 23,117</b>
<b>Supplemental disclosure of non-cash activity</b>		
Measurement period adjustment to Goodwill	\$ 198	\$ —
Long term liability incurred in connection with the acquisition of Maestro Health, LLC (Note 4)	\$ —	\$ 19,900

