

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): **February 15, 2022**

MARPAI, INC.

(Exact name of registrant as specified in its charter)

001-40904

(Commission File Number)

Delaware

(State or other jurisdiction of
incorporation)

86-1916231

(I.R.S. Employer Identification No.)

5701 East Hillsborough Avenue, Suite 1417

Tampa, Florida 33610

(Address of principal executive offices, with zip code)

(646) 303-3483

(Registrant's telephone number, including area code)

Not Applicable

(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 ~~see~~ General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Ticker symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.0001 per share	MRAI	The Nasdaq Capital Market

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 February 15, 2022, Marpai, Inc. (the "Company"), issued a press release announcing certain preliminary unaudited financial information for its fiscal quarter ended December 31, 2021. 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 audited consolidated financial statements for the year ended December 31, 2021 are issued.

A copy of the press release issued by the Company announcing the preliminary unaudited financial information for its fiscal quarter ended December 31, 2022 is filed

as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated February 15, 2022
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: February 15, 2022

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

Marpai Announces Unaudited Fourth Quarter 2021 Revenues of \$5.7 to \$5.9 million

*Company also announced it ended 2021 with cash and cash equivalents
(excluding restricted cash) of \$19.2 million*

NEW YORK, Feb. 15, 2022 /PRNewswire/ -- Marpai, Inc. ("Marpai" or the "Company") (NASDAQ: MRAI), a deep learning technology company transforming third party administration (TPA) in the self-funded health insurance market, today announced preliminary, unaudited financial information for the fourth quarter of 2021.

Marpai expects its fourth quarter revenues to be in the range of \$5.7 to \$5.9 million, compared to its previous guidance range of \$5.6 to \$5.8 million. This represents a quarter-over-quarter growth of approximately 19% to 23% versus the third quarter of 2021. The Company also announced that it had cash and cash equivalents of \$19.2 million as of December 31, 2021 (not including restricted cash).

Marpai expects to release the fully audited 2021 financial statements on or before March 31, 2022.

For more information on Marpai, visit www.marpaihealth.com.

About Marpai, Inc.

Marpai, Inc. (Nasdaq: MRAI) is a technology company positioned as the AI-powered TPA alternative in the \$22 billion TPA (Third Party Administrator) sector serving employers with self-funded company health plans and representing over \$1 trillion in annual health care claims. Beyond traditional TPA services, Marpai offers AI-powered services aimed at reducing claims costs, lowering reinsurance premiums and elevating care quality. Marpai's proprietary deep learning algorithms uniquely predict potential health events related to chronic illness and major procedures to help prevent costly claims and ensure the best care journey for members. Operating nationwide, Marpai serves over 50,000 members, offers provider networks including Aetna and Cigna, and partners with brokers and consultants. For more information, visit www.marpaihealth.com.

Forward-looking Statements

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 anticipated fourth-quarter results. Forward-looking statements can be identified through the use of words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "can," "could," "will," "potential," "should," "goal" and variations of these words or similar expressions. For example, when Marpai discusses its preliminary unaudited estimates of revenues for the quarter ended December 31, 2021, the timing of release of its 2021 fully audited financial statements it is using forward looking statements. 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>.

Media contact:

Erika Beerbower for Marpai
erika@lightspeedpr.com
407-758-2727

Investor Relations contact:
Dave Gentry
RedChip Companies Inc.
1-800-RED-CHIP (733-2447)
Or 407-491-4498
Dave@redchip.com

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