

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): October 19, 2022

Predictive Oncology Inc.  
(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-36790  
(Commission File Number)

33-1007393  
(IRS Employer Identification No.)

2915 Commers Drive, Suite 900  
Eagan, Minnesota  
(Address of Principal Executive Offices)

55121  
(Zip Code)

Registrant's telephone number, including area code: (651) 389-4800

Former Name or Former Address, if Changed Since Last Report: Not Applicable

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	POAI	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 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective October 19, 2022, the Board of Directors (“Board”) of Predictive Oncology Inc. (the “Company”) elected David S. Smith, JD, to the Board as a Class III director. Mr Smith was appointed to fill the vacancy created by the resignation of Christina Jenkins, M.D. in August 2022. As a Class III Director, Mr. Smith’s term will expire at the 2024 annual meeting of the Company’s stockholders.

Mr. Smith is a life sciences and corporate attorney, veteran biotech industry executive and leading authority on the legal issues surrounding the therapeutic use of human tissue and cells. Mr. Smith has extensive transactional experience, including venture financings and regulatory matters for life sciences companies and investors. Mr. Smith frequently speaks on matters related to the commercial development of tissue, cell and stem cell technologies, and has authored extensively on topics such as human tissue therapies and tissue engineering research. Mr. Smith currently serves on the Board of Directors of Foundation for Cell and Gene Medicine and is a Fellow and past member of the executive committee of Tissue Engineering and Regenerative Medicine International Society. Mr Smith was previously a member of the Board of Directors of the Pennsylvania Biotechnology Association and past officer of the Pittsburgh Tissue Engineering Initiative.

In connection with Mr. Smith’s appointment to the Board and in recognition of the services he will provide to the Company as a director, the Company will grant to Mr. Smith shares of common stock from the Company’s Amended and Restated 2012 Stock Incentive Plan having a grant date value equal to \$5,000.

A press release announcing the appointment of the new director is attached hereto as Exhibit 99.1.

**Item 9.01      Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release dated October 25, 2022</a>
104	Cover Page Interactive Data File (formatted as inline XBRL)



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PREDICTIVE ONCOLOGY INC.**

By: /s/ Bob Myers

Name: Bob Myers

Title: Chief Financial Officer

Date: October 25, 2022

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**David S. Smith appointed to the Board of Directors of Predictive Oncology**  
**Leading authority on the therapeutic use of human tissues and cells**

EAGAN, Minn., Oct. 25, 2022 (GLOBE NEWSWIRE) – Predictive Oncology (NASDAQ: POAI) is pleased to announce the appointment of David S. Smith, JD, to the company’s Board of Directors.

Mr. Smith is a life sciences and corporate attorney, veteran biotech industry executive and leading authority on the legal issues surrounding the therapeutic use of human tissue and cells. He has extensive transactional experience, venture financings and regulatory matters for life sciences companies and investors.

“In the world of life sciences, specifically in terms of intellectual property and the scientific and commercial use of human tissue, David Smith is both a legal authority and a key thought leader. His understanding of the value and significance of our proprietary biorepository, especially with respect to the biopharmaceutical industry, is unparalleled,” said Raymond F. Vennare, Predictive Oncology’s chairman-elect who will be taking over as CEO Nov. 1.

Mr. Smith frequently speaks on matters related to the commercial development of tissue, cell and stem cell technologies, and has authored extensively on topics like human tissue therapies and tissue engineering research. His appointment to the board comes at a time of growth anticipated for Predictive Oncology’s flagship technology that pairs artificial intelligence with the world’s largest commercial repository of tissue samples for oncology drug discovery.

“We are at a turning point in drug discovery and I believe that Predictive Oncology is leading the way. The variety of tissue samples the company has is significant and unlike any other in the marketplace. The way their scientists can introduce the molecule in the environment, manipulate it and test how it will react provides a new approach and great value to their clients,” explained Mr. Smith.

Mr. Smith has been active in a number of trade organizations. He currently serves on the Board of Directors of Foundation for Cell and Gene Medicine. He is currently a Fellow and past member of the executive committee of Tissue Engineering and Regenerative Medicine International Society. He was additionally a member of the Board of Directors of the Pennsylvania Biotechnology Association and past officer of the Pittsburgh Tissue Engineering Initiative.

**About Predictive Oncology**

Predictive Oncology (NASDAQ: POAI) is a knowledge-driven company focused on applying artificial intelligence (AI) to develop optimal cancer therapies, which can lead to more effective treatments and improved patient outcomes. Through AI, Predictive Oncology uses a biobank of 150,000+ cancer tumors, categorized by patient type, against drug compounds to help the drug discovery process and increase the probability of success. The company offers a suite of solutions for oncology drug development from early discovery to clinical trials.

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**Public Relations Contact:**

Predictive Oncology  
Theresa Ferguson  
(630) 566-2003  
tferguson@predictive-oncology.com

**Investor Relations Contact:**

Landon Capital  
Keith Pinder  
(404) 995-6671  
kpinder@landoncapital.net

**Forward-Looking Statements:**

Certain matters discussed in this release contain forward-looking statements. These forward-looking statements reflect our current expectations and projections about future events and are subject to substantial risks, uncertainties and assumptions about our operations and the investments we make. All statements, other than statements of historical facts, included in this press release regarding our strategy, future operations, future financial position, future revenue and financial performance, projected costs, prospects, changes in management, plans and objectives of management are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “would,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Our actual future performance may materially differ from that contemplated by the forward-looking statements as a result of a variety of factors including, among other things, factors discussed under the heading “Risk Factors” in our filings with the SEC. Except as expressly required by law, the Company disclaims any intent or obligation to update these forward-looking statements.

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