

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): September 19, 2025

**Predictive Oncology Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**001-36790**

(Commission File Number)

**33-1007393**

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

**91 43rd Street, Suite 110  
Pittsburgh, Pennsylvania 15201  
(412) 432-1500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.01 per share	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.

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### Item 3.03. Material Modification to Rights of Security Holders

The information set forth under Item 5.03 is incorporated into this Item 3.03 by reference.

### Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On September 19, 2025, as described below, the stockholders of Predictive Oncology Inc. (the “Company”) approved an amendment to the Company’s certificate of incorporation, as amended (the “Charter”), to effect a one-for-fifteen reverse stock split of the outstanding shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). Following such approval, the Company filed a Certificate of Amendment to the Charter with the Secretary of State of the State of Delaware on September 22, 2025, to effect the reverse stock split, effective as of 5:00 PM ET on September 29, 2025 (the “Effective Time”). The Common Stock is expected to begin trading on a reverse-split-adjusted basis on the Nasdaq Capital Market as of the open of trading on September 30, 2025, under the existing ticker symbol “POAI.” The new CUSIP number for the Common Stock is 74039M408.

As a result of the reverse stock split, at the Effective Time, every 15 shares of issued and outstanding Common Stock will be automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the reverse stock split and any fractional shares that would otherwise have resulted from the reverse stock split will be rounded up to the next whole number. The reverse stock split does not change the total number of authorized shares of Common Stock or preferred stock.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

### Item 5.07. Submission of Matters to a Vote of Security Holders

On September 19, 2025, the Company held a Special Meeting of Stockholders (the “Special Meeting”). As of August 18, 2025, the record date for the Special Meeting, there were 10,892,657 shares of common stock outstanding and entitled to vote. The results of the matters submitted to a vote of the stockholders at the Special Meeting are set forth below:

1. To approve an amendment of the Company’s certificate of incorporation, as amended (the “Charter”) to effect a reverse stock split of the outstanding shares of its common stock at a ratio of one-for-fifteen (1:15) (the “Reverse Split Proposal”)

Stockholders approved the Reverse Split Proposal by the following votes:

<b>Voted For</b>	<b>Voted Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3,739,479	1,317,568	54,693	1

2. To approve the issuance of up to \$10,000,000 of the Company’s common stock pursuant to a Standby Equity Purchase Agreement dated July 1, 2025, for purposes of complying with Nasdaq listing rule 5635 (the “Nasdaq Proposal”)
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Stockholders approved the Nasdaq Proposal by the following votes:

<b>Voted For</b>	<b>Voted Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
1,301,709	355,445	88,591	3,365,996

3. To approve the adjournment of the Special Meeting in the event that the number of shares of common stock present or represented by proxy at the meeting and voting “FOR” the adoption of the foregoing proposals are insufficient to approve such proposals (the “Adjournment Proposal”)

Stockholders approved the Adjournment Proposal by the following votes:

<b>Voted For</b>	<b>Voted Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3,850,719	1,146,863	114,155	4

Although stockholders approved the Adjournment Proposal, because a quorum was present and stockholders approved the Reverse Split Proposal and the Nasdaq Proposal, no adjournment of the Special Meeting was necessary.

#### **Item 7.01. Regulation FD Disclosure**

On September 25, 2025, the Company issued a press release regarding the reverse stock split. The press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information set forth in this Item 7.01 and the attached Exhibit 99.1 shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

#### **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<a href="#">3.1</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation</a>
<a href="#">99.1</a>	<a href="#">Press Release dated September 25, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**PREDICTIVE ONCOLOGY INC.**

Date: September 25, 2025

By: /s/ Josh Blacher  
Name: Josh Blacher  
Title: Interim Chief Financial Officer

**CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF  
PREDICTIVE ONCOLOGY INC.  
(a Delaware corporation)**

Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned, being the Chief Executive Officer of Predictive Oncology Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following resolutions were adopted by the Corporation's Board of Directors and its stockholders as hereinafter described:

**RESOLVED:** Section 4.6 of the Certificate of Incorporation, as amended, of this Corporation is hereby amended and replaced with the following:

4.6 On the effective date of this Certificate of Amendment, the Corporation will effect a reverse stock split (the "Reverse Stock Split") of its outstanding Common Stock pursuant to which every fifteen (15) issued and outstanding shares of the Corporation's Common Stock, par value \$0.01 (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.01 (the "New Common Stock"). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby. No fractional shares of the Corporation's New Common Stock shall be issued as a result of the Reverse Stock Split. If the Reverse Stock Split would result in the issuance of any fractional share of New Common Stock, the Corporation shall issue one whole share in lieu of such fractional share. The Reverse Stock Split shall not change the total number of shares of stock that the Corporation shall have authority to issue pursuant to Section 4.1 of this Certificate of Incorporation.

**FURTHER RESOLVED:** That the effective date of this Certificate of Amendment shall be September 29, 2025 at 5:00 PM Eastern Time.

The foregoing resolutions and this Certificate of Amendment were adopted by the Board of Directors of the Corporation pursuant to board resolutions approved as of August 7, 2025, in accordance with Section 141 of the Delaware General Corporation Law, and the affirmative vote of a majority of the votes of the shares of common stock at a meeting of stockholders held on September 19, 2025 in accordance with Section 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, the undersigned, being the Chief Executive Officer of this Corporation, has executed this Certificate of Amendment to the Corporation's Certificate of Incorporation, as amended, as of September 22, 2025.

PREDICTIVE ONCOLOGY INC.

By:           /s/ Raymond F. Vennare            
Raymond F. Vennare, *Chief Executive Officer*

# Predictive Oncology Announces 1-for-15 Reverse Stock Split

*Common Stock Will Begin Trading on Split-Adjusted Basis on September 30, 2025*

**PITTSBURGH, PA. – September 25, 2025** – Predictive Oncology Inc. (**Nasdaq: POAI**), a leader in AI-driven drug development and discovery, today announced that it will effect a 1-for-15 reverse stock split of its issued and outstanding shares of common stock. The reverse stock split will become effective at 12:01 a.m. on Tuesday, September 30, 2025. Predictive Oncology's common stock will continue to be traded on Nasdaq under the symbol POAI and will begin trading on a reverse split-adjusted basis when the market opens on Tuesday, September 30, 2025. The new CUSIP number for the Company's common stock following the reverse stock split will be 74039M408.

The reverse stock split is primarily intended to bring the Company into compliance with the minimum bid price requirement to maintain the listing of the Company's common stock on the Nasdaq Capital Market. At a special meeting of stockholders held on September 19, 2025, Predictive Oncology's stockholders approved a reverse stock split of Predictive Oncology's common stock through an amendment to its Certificate of Incorporation at a ratio of 1-for-15.

At the effective time of the reverse stock split, every 15 shares of Predictive Oncology's issued and outstanding common stock will be combined automatically into one share of common stock without any change in the par value per share. Stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the reverse stock split. Pacific Stock Transfer is acting as the exchange agent for the reverse stock split and will send stockholders a transaction statement indicating the number of shares of common stock that stockholders hold after the reverse stock split. It is not necessary for stockholders holding shares of the Company's common stock in certificated form to exchange their existing stock certificates for new stock certificates of the Company in connection with the reverse stock split, although stockholders may do so if they wish. Prior to the reverse stock split, the Company had 11,436,201 shares of its common stock outstanding and immediately following the reverse stock split, there will be 762,414 shares of its common stock outstanding, subject to adjustment for the rounding up of fractional shares.

The reverse stock split will affect all holders of Predictive Oncology's common stock uniformly and will not alter any stockholder's percentage interest in the Company's equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. Any fractional share of a stockholder resulting from the reverse stock split will be rounded up to the nearest whole share. Proportional adjustments will be made to the number of shares of Predictive Oncology's common stock issuable upon exercise or vesting of Predictive Oncology's equity awards, convertible preferred stock and warrants, as well as the applicable exercise price. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company's transfer agent, Pacific Stock Transfer, at 1-800-785-7782, or by email at [cs@pacificstocktransfer.com](mailto:cs@pacificstocktransfer.com).

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**About Predictive Oncology:**

Predictive Oncology is on the cutting edge of the rapidly growing use of artificial intelligence and machine learning to expedite early drug discovery and enable drug development for the benefit of cancer patients worldwide. The company's scientifically validated AI platform, PEDAL, is able to predict with 92% accuracy if a tumor sample will respond to a certain drug compound, allowing for a more informed selection of drug/tumor type combinations for subsequent in-vitro testing. Together with the company's vast biobank of more than 150,000 assay-capable heterogeneous human tumor samples, Predictive Oncology offers its academic and industry partners one of the industry's broadest AI-based drug discovery solutions, further complimented by its wholly owned CLIA laboratory facility. Predictive Oncology is headquartered in Pittsburgh, PA.

**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, 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, our ability to cure any deficiencies in compliance with Nasdaq's minimum bid price requirement or maintain compliance with other Nasdaq Listing Rules, the ability of the reverse split to allow us to regain compliance with Nasdaq's minimum bid price requirement, our ability to obtain any additional relief necessary to regain compliance from Nasdaq or to meet applicable Nasdaq requirements for any such relief, risks related to the substantial costs and diversion of personnel's attention and resources due to these matters, and other factors discussed under the heading "Risk Factors" in our filings with the SEC. While we are taking actions to address our non-compliance with Nasdaq's minimum bid price requirement, there can be no assurance that we will regain compliance. Continued non-compliance or a delisting from Nasdaq would materially and adversely affect our ability to raise capital and our financial condition and business. Forward-looking statements speak only as of the date they are made. Except as expressly required by law, the Company disclaims any intent or obligation to update these forward-looking statements.

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**Investor Relations Contact:**

Michael Moyer

LifeSci Advisors, LLC

[mmoyer@lifesciadvisors.com](mailto:mmoyer@lifesciadvisors.com)