

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Schwartz Carl I.</u> (Last) (First) (Middle) 3750 LAS VEGAS BLVD. SOUTH APT. 4303 (Street) LAS VEGAS NV 89158 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Predictive Oncology Inc. [POAI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/04/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,611,981	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$775	09/04/2020		D ⁽¹⁾			52	(2)	06/30/2025	Common Stock	52	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾			52	(2)	06/30/2025	Common Stock	52	\$0	52	D ⁽³⁾	
Stock Options (Right to buy)	\$28	09/04/2020		D ⁽¹⁾			714	(2)	12/31/2026	Common Stock	714	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾			714	(2)	12/31/2026	Common Stock	714	\$0	714	D ⁽³⁾	
Stock Options (Right to buy)	\$14.7	09/04/2020		D ⁽¹⁾			37,691	(2)	06/22/2027	Common Stock	37,691	\$0	0	D ⁽³⁾	
Common Stock (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾			37,691	(2)	06/22/2027	Common Stock	37,691	\$0	37,691	D ⁽³⁾	
Stock Options (Right to buy)	\$14.7	09/04/2020		D ⁽¹⁾			2,834	(2)	11/10/2027	Common Stock	2,834	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾			2,834	(2)	11/10/2027	Common Stock	2,834	\$0	2,834	D ⁽³⁾	
Stock Options (Right to buy)	\$9.7	09/04/2020		D ⁽¹⁾			14,178	(2)	01/02/2028	Common Stock	14,178	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾			14,178	(2)	01/02/2028	Common Stock	14,178	\$0	14,178	D ⁽³⁾	
Stock Options (Right to buy)	\$11.3	09/04/2020		D ⁽¹⁾			12,168	(2)	06/30/2028	Common Stock	12,168	\$0	0	D ⁽³⁾	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		12,168		(2)	06/30/2028	Common Stock	12,168	\$0	12,168	D ⁽³⁾	
Stock Options (Right to buy)	\$11.6	09/04/2020		D ⁽¹⁾			4,490	(2)	08/01/2028	Common Stock	4,490	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		4,490		(2)	08/01/2028	Common Stock	4,490	\$0	4,490	D ⁽³⁾	
Stock Options (Right to buy)	\$6.191	09/04/2020		D ⁽¹⁾			32,305	(2)	01/02/2029	Common Stock	32,305	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		32,305		(2)	01/02/2029	Common Stock	32,305	\$0	32,305	D ⁽³⁾	
Stock Options (Right to buy)	\$2,812.5	09/04/2020		D ⁽¹⁾			7	(2)	07/19/2023	Common Stock	7	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		7		(2)	07/19/2023	Common Stock	7	\$0	7	D	
Stock Options (Right to buy)	\$21	09/04/2020		D ⁽¹⁾			238	(2)	03/31/2027	Common Stock	238	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		238		(2)	03/31/2027	Common Stock	238	\$0	238	D ⁽³⁾	
Stock Options (Right to buy)	\$28	09/04/2020		D ⁽¹⁾			179	(2)	12/31/2026	Common Stock	179	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		179		(2)	12/31/2026	Common Stock	179	\$0	179	D ⁽³⁾	
Stock Options (Right to buy)	\$41.25	09/04/2020		D ⁽¹⁾			121	(2)	09/30/2026	Common Stock	121	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		121		(2)	09/30/2026	Common Stock	121	\$0	121	D ⁽³⁾	
Stock Options (Right to buy)	\$37.5	09/04/2020		D ⁽¹⁾			133	(2)	06/30/2026	Common Stock	133	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		133		(2)	06/30/2026	Common Stock	133	\$0	133	D ⁽³⁾	
Stock Options (Right to buy)	\$42.5	09/04/2020		D ⁽¹⁾			59	(2)	03/31/2026	Common Stock	59	\$0	0	D ⁽³⁾	
Stock Options (Right to buy)	\$1.54	09/04/2020		A ⁽¹⁾		59		(2)	03/31/2026	Common Stock	59	\$0	59	D ⁽³⁾	

Explanation of Responses:

1. All transactions reported on this form involve the repricing of stock options with an exercise price greater than \$1.54 to an exercise price of \$1.54, as approved by shareholders at the 2020 annual meeting, with certification of the shareholder vote as of September 4, 2020.

2. Currently exercisable.

3. Held by the Carl I. Schwartz Revocable Living Trust

/s/ Carl I. Schwartz, DDS

09/09/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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