

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 9, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 9, 2022, the Board of Directors of Predictive Oncology, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Company’s Second Amended and Restated Bylaws (the “Bylaws”), which is effective as of September 9, 2022. The Amendment amends and restates Section 2.05 of the Bylaws in its entirety to provide that the presence, in person or by proxy, of the holders of one-third of the outstanding capital stock of the Company entitled to vote at a meeting of stockholders shall constitute a quorum for the transaction of business, reducing such threshold from a majority of the outstanding capital stock.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the full text thereof, a copy of which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>3.1</u>	<u>Amendment to Second Amended and Restated Bylaws of Predictive Oncology Inc., dated September 9, 2022</u>
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: September 14, 2022

**AMENDMENT TO THE SECOND AMENDED AND RESTATED
BYLAWS OF PREDICTIVE ONCOLOGY INC.**

Pursuant to Article 10 of the Certificate of Incorporation, as amended, of Predictive Oncology Inc., a Delaware corporation (the “**Corporation**”), Section 6.06 of the Second Amended and Restated Bylaws of the Corporation (the “**Bylaws**”), and Section 109 of the General Corporation Law of the State of Delaware, on the date hereof, the Bylaws of the Corporation are hereby amended as follows:

1. Section 2.05 of Article 2 (Meetings of Stockholders) is hereby amended in its entirety to read as follows:

Section 2.05. *Quorum*. Unless otherwise provided under the certificate of incorporation or these bylaws and subject to Delaware Law, the presence, in person or by proxy, of the holders of one-third of the outstanding capital stock of the Corporation entitled to vote at a meeting of stockholders shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders present in person or represented by proxy shall adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

2. Except as otherwise expressly modified by this Amendment, all terms, provisions, covenants and agreements contained in the Bylaws shall remain unmodified and in full force and effect.

IN WITNESS WHEREOF, this Amendment to the Second Amended and Restated Bylaws of Predictive Oncology Inc. is effective as of September 9, 2022.

By: /s/ J. Melville Engle
J. Melville Engle, *Chief Executive Officer*