

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Axe Compute Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**91 43<sup>rd</sup> Street, Suite 110  
Pittsburgh, Pennsylvania**

(Address of registrant's principal executive offices)

**33-1007393**

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

**15201**

(Zip Code)

**2024 Equity Incentive Plan, as amended**

(Full title of the plan)

**Josh Blacher  
Chief Financial Officer  
Axe Compute Inc.**

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

(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (“Registration Statement”) is being filed for the purpose of registering an additional 1,000,000 shares of common stock, par value \$0.01 per share (“Common Stock”), of Axe Compute Inc. (f/k/a Predictive Oncology Inc.), a Delaware corporation (the “Company” or “Registrant”), reserved for issuance under the Registrant’s 2024 Equity Incentive Plan, as amended (the “Plan”). These additional shares of Common Stock are additional securities of the same class as other securities for which an original registration statement ([File No. 333-286292](#)) on Form S-8 was filed with the U.S. Securities and Exchange Commission (the “Commission”) on April 1, 2025 (the “Prior Registration Statement”). These additional shares of Common Stock were reserved for issuance in connection with the amendment to the Plan, which was approved by stockholders on November 25, 2025 at the Company’s 2025 Annual Meeting of Stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Prior Registration Statement, except that the provisions contained in Part II of such Prior Registration Statement are modified as set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2024](#), filed with the Commission on March 31, 2025 (the “Annual Report”);
- all other reports filed with the Commission pursuant to Sections 13(a) or 15(d) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- the description of the Registrant’s common stock included as [Exhibit 4.7](#) to the Annual Report, including any amendment or report filed for purposes of updating such description.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## ITEM 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">4.1</a>	<a href="#">Certificate of Incorporation (Filed on December 19, 2013 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation to effect reverse stock split and reduction in authorized share capital filed with the Delaware Secretary of State on October 20, 2014. (Filed on October 24, 2014 as an exhibit to our Current Report on Form 8-K, and incorporated herein by reference).</a>
<a href="#">4.3</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation regarding increase in share capital, filed with the Delaware Secretary of State on July 24, 2015. (Filed on June 30, 2015 as an appendix to our Information Statement on Schedule 14C and incorporated herein by reference).</a>
<a href="#">4.4</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation to increase authorized share capital, filed with the Delaware Secretary of State on September 16, 2016. (Filed on September 16, 2016 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.5</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation to effect reverse stock split and reduction in authorized share capital, filed with the Delaware Secretary of State on October 26, 2016. (Filed on October 27, 2016 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.6</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation regarding increase in share capital, filed with the Delaware Secretary of State on January 26, 2017. (Filed on January 27, 2017 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.7</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation to effect reverse stock split, filed with the Delaware Secretary of State on January 2, 2018. (Filed on January 2, 2018 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.8</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation to effect name change, filed with the Delaware Secretary of State on February 1, 2018. (Filed on February 6, 2018 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.9</a>	<a href="#">Form of Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock. (Filed on August 20, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference).</a>
<a href="#">4.10</a>	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock. (Filed on November 29, 2017 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.11</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation dated March 22, 2019. (Filed on March 22, 2019 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.12</a>	<a href="#">Certificate of Designation Of Preferences, Rights And Limitations of Series D Convertible Preferred Stock. (Filed on April 1, 2020 as an exhibit to our Annual Report on Form 10-K and incorporated herein by reference).</a>
<a href="#">4.13</a>	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of Series E Convertible Preferred Stock Effective June 13, 2019. (Filed on June 19, 2019 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>
<a href="#">4.14</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation, changing name from Precision Therapeutics Inc. to Predictive Oncology Inc. (Filed on June 13, 2019 as an exhibit to our Current Report on Form 8-K, and incorporated herein by reference).</a>
<a href="#">4.15</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation, amending number of shares of common stock and preferred stock, effecting a reverse stock split. (Filed on October 28, 2019 as an exhibit to our Current Report on Form 8-K).</a>
<a href="#">4.16</a>	<a href="#">Certificate of Amendment to the Certificate of Incorporation, doubling number of shares of common stock and preferred stock due to stock split. (Filed on August 19, 2021 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference).</a>

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- [4.17 Certificate of Designation of Series F Preferred Stock \(Filed on March 16, 2023 as an exhibit to the Form 8-A and incorporated herein by reference\).](#)
- [4.18 Certificate of Amendment to Certificate of Incorporation \(Filed on April 20, 2023 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference\).](#)
- [4.19 Certificate of Amendment to Certificate of Incorporation \(Filed on September 25, 2025 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference\).](#)
- [4.20 Certificate of Amendment to Certificate of Incorporation \(Filed on December 11, 2025 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference\).](#)
- [4.21 Third Amended and Restated Bylaws of the Company, effective as of December 11, 2025 \(Filed on December 11, 2025 as an exhibit to our Current Report on Form 8-K and incorporated herein by reference\).](#)
- [5.1\\* Opinion of DLA Piper LLP \(US\)](#)
- [23.1\\* Consent of DLA Piper LLP \(US\) \(included in Exhibit 5.1\)](#)
- [23.2\\* Consent of KPMG LLP](#)
- [23.3\\* Consent of BDO USA, P.C.](#)
- [24\\* Powers of Attorney \(included in the signature page hereto\)](#)
- [99.1 Predictive Oncology Inc. 2024 Equity Incentive Plan \(incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed with the Commission on October 27, 2025\).](#)
- [99.2 Amendment to Predictive Oncology Inc. 2024 Equity Incentive Plan \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on November 25, 2025\).](#)
- [107\\* Filing Fee Table](#)

\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on December 12, 2025.

### Axe Compute Inc.

By: /s/ Josh Blacher

Name: Josh Blacher

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Raymond Vennare and Josh Blacher, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and re-substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated and on December 12, 2025.

Signatures	Title
<u>/s/ Raymond F. Vennare</u> Raymond F. Vennare	Chief Executive Officer (Principal executive officer)
<u>/s/ Josh Blacher</u> Josh Blacher	Chief Financial Officer (Principal financial and accounting officer)
<u>/s/ Chuck Nuzum</u> Chuck Nuzum	Director
<u>/s/ Daniel E. Handley</u> Daniel E. Handley	Director
<u>/s/ Gregory St. Clair Sr.</u> Gregory St. Clair Sr.	Director
<u>/s/ Shawn Matthews</u> Shawn Matthews	Director
<u>/s/ Matthew Hawryluk</u> Matthew Hawryluk	Director
<u>/s/ Veena Rao</u> Veena Rao	Director

December 12, 2025

Axe Compute Inc.  
91 43<sup>rd</sup> Street, Suite 110  
Pittsburgh, Pennsylvania 15201

Ladies and Gentlemen:

We have acted as legal counsel for Axe Compute Inc., a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the registration of 1,000,000 shares (the “Shares”) of common stock, \$0.01 par value per share, of the Company (the “Common Stock”), that may be issued pursuant to the Company’s 2024 Equity Incentive Plan, as amended (the “2024 Plan”). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the Registration Statement, (ii) the 2024 Plan, (iii) the Certificate of Incorporation, as amended, of the Company (iv) the Bylaws, as amended, of the Company, (v) resolutions adopted by the Board of Directors of the Company approving the offering of Shares under the 2024 Plan, the authorization and approval of the preparation and filing of the Registration Statement, and the issuance of the Shares and (vi) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

With respect to such examination, we have assumed, without independent investigation, (i) the genuineness of all signatures on all documents; (ii) the legal capacity of each natural person executing any document, whether on behalf of such person or an entity; (iii) the due authority of the persons signing any document on behalf of a party (other than the Company); (iv) the authenticity and completeness of all documents submitted to us as originals; (v) the completeness and conformity to the originals of all documents submitted to us as certified or photostatic copies or by facsimile or other means of electronic transmission or which we obtained from the Commission’s Electronic Data Gathering, Analysis and Retrieval system (“EDGAR”) or other sites on the internet, and the authenticity of the originals thereof; (vi) that all public records reviewed or relied upon by us are true and complete; (vii) that all statements and information contained in any documents are true and complete; and (viii) that there has been no oral or written modification or amendment to any documents by action or omission of the parties or otherwise. We have also assumed that the offer and sale of the Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the 2024 Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the 2024 Plan, the number of Shares which are then issuable and deliverable upon the exercise of options or the settlement of awards under the 2024 Plan. As to questions of fact and the consequences thereof relevant to the opinions expressed herein, we have, to the extent deemed appropriate, relied without independent investigation or verification upon, and assumed the accuracy and completeness of, representations of certain officers and employees of the Company.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that, with respect to the Shares to be issued after the filing of the Registration Statement, the Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the 2024 Plan and any award agreement entered into under the 2024 Plan, and upon receipt by the Company of the requisite consideration therefor, the Shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (the “DGCL”), and we express no opinion as to the laws of any other state or jurisdiction. With respect to our opinions based on the DGCL, our examination has been limited to a review of the DGCL as reported in an official version of the State of Delaware statutory code available at <https://delcode.delaware.gov>. Our review of the Delaware laws referred to in this paragraph has been limited to review of statutory code provisions and has not included commentary, regulations, or case law. The individual lawyers within our firm who have devoted significant attention to the transaction on behalf of the Company are not members of the bar in Delaware and do not purport to be experts on the laws of the State of Delaware generally. With your permission such opinions are based solely upon such limited review.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement, to the use of our name as your counsel, and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use of our report dated March 31, 2025, except for the effects of discontinued operations as discussed in Notes 2 and 15, as to which the date is July 18, 2025, with respect to the consolidated financial statements of Axe Compute Inc. (formerly, Predictive Oncology Inc.) and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP

Pittsburgh, Pennsylvania  
December 12, 2025

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 28, 2024, except for the effects of discontinued operations of the Birmingham operating segment discussed in Note 2 and Note 15, as to which the date is March 31, 2025 and the effects of discontinued operations of the Eagan operating segment discussed in Note 2 and Note 15, as to which the date is July 18, 2025, relating to the consolidated financial statements for the year ended December 31, 2023 of Axe Compute Inc. (formerly Predictive Oncology Inc.) (the Company) appearing in the Company's Form 8-K filed on July 18, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.

Minneapolis, Minnesota  
December 12, 2025

