

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): August 17, 2021

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))

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.

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                     |

### **Item 1.01 Entry into a Material Definitive Agreement**

On August 17, 2021, at the reconvened special meeting of the stockholders of Predictive Oncology, Inc. (the “Company”), the stockholders approved an increase in the number of authorized shares of Company common stock from 100,000,000, to 200,000,000 (the “Charter Proposal”). Certain investor warrants to purchase up to an aggregate of 15,520,911 shares of common stock, issued on June 16, 2021 in a registered direct offering at an exercise price of \$1.25 per share, became exercisable on the effective date of the charter amendment, August 17, 2021. These warrants will expire on August 17, 2024. Further, the placement agent warrants to purchase up to an aggregate of 1,164,068 shares of common stock, issued on June 16, 2021 at an exercise price of \$1.71875 per share, also became exercisable as of August 17, 2021 and will expire on August 17, 2024.

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

The Certificate of Amendment to the Certificate of Incorporation of the Company increasing the number of authorized shares of Common Stock to 200,000,000 shares, as approved by the Company’s stockholders on August 17, 2021 and filed with the Secretary of State of Delaware on August 17, 2021, is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

At their reconvened special meeting on August 17, 2021, the stockholders of Predictive Oncology Inc. (the “Company”) approved the Charter Proposal. As described in our previous Form 8-K report filed on August 12, 2021, the special meeting of stockholders was originally convened on August 10, 2021 and was adjourned to August 17, 2021. There were 33,239,826 votes for the proposal; 3,165,633 votes against; 64,823 votes abstained; and there were no broker non-votes.

The Company issued a press release dated August 18, 2021, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 3.1                   | <a href="#"><u>Certificate of Amendment to the Certificate of Incorporation</u></a>  |
| 4.1                   | <a href="#"><u>Warrant issued in connection with Securities Purchase Agreement dated June 14, 2021 (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on June 16, 2021)</u></a>                                       |
| 4.2                   | <a href="#"><u>Placement Agent Common Stock Purchase Warrant issued in connection with Securities Purchase Agreement dated June 14, 2021 (incorporated by reference to Exhibit 4.2 to the Company’s Form 8-K filed on June 16, 2021)</u></a> |
| 99.1                  | <a href="#"><u>Press Release dated August 18, 2021</u></a>   |

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**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: August 18, 2021

**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 Financial 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 4.1 of the Certificate of Incorporation, as amended, of this Corporation is hereby amended and replaced with the following:

4.1 The total number of shares of stock that the Corporation shall have authority to issue is two hundred million (200,000,000) shares of common stock, having a par value of one cent (\$0.01) per share ("Common Stock"); and twenty million (20,000,000) shares of preferred stock, with a par value of one cent (\$0.01) per share ("Preferred Stock").

**FURTHER RESOLVED:** That the effective date of this Certificate of Amendment shall be August 17, 2021.

The foregoing resolution and this Certificate of Amendment were adopted by the Board of Directors of the Corporation pursuant to board resolution approved as of July 1, 2021, in accordance with Section 141 of the Delaware General Corporation Law, and of holders of a majority of the outstanding shares of the Corporation's voting stock at a meeting of stockholders held on August 10, 2021 in accordance with Section 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, the undersigned, being the Chief Financial Officer of this Corporation, has executed this Certificate of Amendment to the Corporation's Certificate of Incorporation, as amended, as of August 17, 2021.

PREDICTIVE ONCOLOGY INC.

By: /s/ Bob Myers

Bob Myers, Chief Financial Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:12 PM 08/17/2021  
FILED 04:12 PM 08/17/2021  
SR 20213004337 - File Number 5420966

## Predictive Oncology Announces Results of Charter Amendment Proposal at Special Meeting

MINNEAPOLIS, Aug. 18, 2021 (GLOBE NEWSWIRE) -- Predictive Oncology (**Nasdaq: POAI**), a knowledge-driven company focused on applying artificial intelligence (“AI”) to personalized medicine and drug discovery, announced today that on August 17, 2021, the stockholders approved an amendment to the Company’s certificate of incorporation to increase the number of authorized shares of Company common stock from 100,000,000 to 200,000,000, and the amendment became effective on August 17, 2021. The approval was granted at the special meeting of stockholders convened on August 10, 2021 and adjourned to August 17, 2021.

### **About Predictive Oncology Inc.**

Predictive Oncology (NASDAQ: POAI) operates through three segments (Skyline, Helomics and Soluble Biotech), which contain four subsidiaries: Helomics, TumorGenesis, Skyline Medical and Soluble Biotech.

Helomics applies artificial intelligence to its rich data gathered from patient tumors to both personalize cancer therapies for patients and drive the development of new targeted therapies in collaborations with pharmaceutical companies. TumorGenesis Inc. specializes in media that help cancer cells grow and retain their DNA/RNA and proteomic signatures, providing researchers with a tool to expand and study cancer cell types found in tumors of the blood and organ systems of all mammals, including humans. Skyline Medical markets its patented and FDA cleared STREAMWAY System, which automates the collection, measurement and disposal of waste fluid, including blood, irrigation fluid and others, within a medical facility, through both domestic and international divisions. Soluble Biotech is a provider of soluble and stable formulations for proteins including vaccines, antibodies, large and small proteins and protein complexes.

### **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, 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.**

### **Investor Relations Contact:**

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