



Filing of Form S-4 by Rosecliff

May 02, 2023

Filing of Form S-4 and Mailing of Definitive Proxy Statement by Rosecliff Acquisition Corp. I

LONDON, U.K. AND DALLAS, TX, U.S. -Spectral MD Holdings, Ltd. (AIM: SMD), an artificial intelligence (AI) company focused on medical diagnostics for faster and more accurate treatment decisions in wound care, notes the Form S-4 filing (the "filing") by Rosecliff Acquisition Corp. I ("Rosecliff", Nasdaq: RCLF) on May 2, 2023 which is available to view on the U.S. Securities and Exchange Commission (the "SEC") website [here](#).

On April 11, 2023, Spectral MD announced that it had entered into a business combination agreement with Rosecliff, a special purpose acquisition company listed on Nasdaq (the "Transaction"). The Form S-4 provides extensive information on the business combination agreement including financial statements, risk factors and the full terms of the Transaction to facilitate informed decision-making by shareholders and potential investors.

As part of the filing, Rosecliff will now commence mailing the definitive proxy statement to Rosecliff stockholders ahead of a special meeting to approve the Transaction. Spectral MD anticipates sending a Circular to shareholders ahead of a general meeting to approve the Transaction in Q3 2023.

The Form S-4 filed by Rosecliff was made to ensure compliance with SEC disclosure requirements in relation to the Transaction. Subsequently, this announcement is being made by the Company to ensure that all publicly available information regarding the Transaction and contained in the Form S-4 is available to the market.

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About Spectral MD

Spectral MD is a predictive AI company focused on medical diagnostics for faster and more accurate treatment decisions in wound care for burn, DFU, and future clinical applications. At Spectral MD, we are a dedicated team of forward-thinkers striving to revolutionize the management of wound care by "Seeing the Unknown"® with our DeepView® Wound Diagnostics System. The Company's DeepView® platform is the only predictive diagnostic device that offers clinicians an objective and immediate assessment of a wound's healing potential prior to treatment or other medical intervention. With algorithm-driven results that substantially exceed the current standard of care, Spectral MD's diagnostic platform is expected to provide faster and more accurate treatment insight, significantly improving patient care and clinical outcomes. For more information, visit the Company at: www.spectralmd.com.

About Rosecliff Acquisition Corp I

Rosecliff is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Its principals possess public and private market investing experience and operational knowledge to bring value added benefits to Spectral MD. The Rosecliff team has substantial experience investing in rapidly growing and disruptive technologies across the financial, consumer, healthcare and software industries, as well as a long-term track record in creatively structuring transactions to unlock and maximize value.

The following sections of the Form 8-K are incorporated herein by reference – (i) "Cautionary Statement Regarding Forward-Looking Statements", (ii) "Participants in the Solicitation", (iii) "Additional Information about the Proposed Mergers and the Other Transactions Contemplated Thereby and Where to Find it".