

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): December 19, 2023

SPECTRAL AI, INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-40058</u> (Commission File Number)	<u>85-3987148</u> (I.R.S. Employer Identification No.)
<u>2515 McKinney Avenue, Suite 1000 Dallas, Texas</u> (Address of principal executive offices)		<u>75201</u> (Zip Code)

(972) 499-4934

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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 Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	MDAI	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock, at an exercise price of \$11.50 per share	MDAIW	The Nasdaq Stock Market LLC

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b)

The disclosure in Item 5.02(c) below is incorporated by reference into this clause (b).

(c)

As announced in the press release attached to this Current Report on Form 8-K, the Board of Directors of the Company (the “Board”) has appointed Peter M. Carlson to the position of Chief Financial Officer, effective January 3, 2024. Mr. Carlson most recently served as CFO at MiMedx Group, Inc., a pioneer and leader in the advanced wound care space.

Prior to joining MiMedx, Mr. Carlson was with Brighthouse Financial, and played an essential role in establishing Brighthouse as a separate public company after its spin-off from MetLife, Inc., where he worked for eight years. At MetLife, as Chief Accounting Officer, he led accounting, tax and financial reporting activities, along with budgeting and financial planning. Prior to MetLife, Pete was the Controller at Wachovia Corporation and an audit partner for a Big Four accounting firm. Mr. Carlson currently serves as a Board Member at White Mountains Insurance Group and as a trustee for Wake Forest University. He is a certified public accountant in New York and North Carolina, and he received a Bachelor of Science from Wake Forest University.

Mr. Carlson, age 59, will receive annual base compensation of \$475,000. He will be eligible for an annual target bonus of \$475,000 payable upon the achievement of certain milestones and performance goals, as specified by the Board. He will be granted restricted stock units (RSUs) under and subject to the terms of the Company’s 2022 Long Term Incentive Plan on the date of employment, to acquire 150,000 shares of common stock of the Company. The RSUs will vest dependent upon the completion of certain milestones and performance goals over the three-year period immediately following employment, or, if such milestones are not achieved, the RSUs will vest annually with the first installment vesting on the first anniversary of the grant date and subsequent installments on each of the next two anniversary dates of the grant date thereafter, as may be applicable. Upon a change of control of the Company, the RSUs will become fully vested prior to the change of control.

Upon commencement of Mr. Carlson’s employment with the Company, Nils Windler, who has been serving as Chief Financial Officer of the Company since 2021, will remain with the Company to work closely with Mr. Carlson, support an orderly transition of responsibility and provide financial accounting support to the Company.

**Item 7.01. Regulation FD Disclosure.**

On December 19, 2023, the Company issued a press release announcing the appointment of Mr. Pete Carlson as Chief Financial Officer of the Company, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 to this Current Report on Form 8-K, and in Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release issued by Spectral AI, Inc. on December 19, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 21, 2023

**SPECTRAL AI, INC.**

By: /s/ Wensheng Fan

Name: Wensheng Fan

Title: Chief Executive Officer



## Spectral AI Names Industry Veteran and Former Top MiMedx Financial Executive Peter M. Carlson as CFO

Dec 19, 2023

DALLAS, Dec. 19, 2023 (GLOBE NEWSWIRE) -- **Spectral AI, Inc. (Nasdaq: MDAI)** (“Spectral AI” or the “Company”), an artificial intelligence (AI) company focused on medical diagnostics for faster and more accurate treatment decisions in wound care, announced the hiring of Peter M. Carlson as Chief Financial Officer today.

“As the new CFO of Spectral AI, Pete brings an exceptional track record as a senior financial executive at several public companies in multiple industries, including two Fortune 50 entities, and most recently at a healthcare company focused on chronic and hard-to-heal wounds. A highly qualified and a respected leader, Pete has made a difference by leading critical strategic partnerships, driving significant creative financial transactions, and leveraging deep relationships in the capital markets,” said Spectral AI CEO Wensheng Fan. “As Spectral AI embarks on introducing its innovative technologies to the market, Pete's extensive expertise will be invaluable as we navigate the complexities of the financial landscape and strategic opportunities, while propelling the Company to new heights.”

“I am excited to work with Wensheng and the team at Spectral AI, which has game-changing healthcare technology in the acute and chronic wound care space that I anticipate will improve the quality of patient care and reduce costs in the overall healthcare system. The growth and value potential for Spectral AI are significant,” said Mr. Carlson. “My focus will be on informing investors and capital providers about the business opportunities made possible by the breakthrough technology the team developed.”

Mr. Carlson most recently served as CFO at MiMedx Group, Inc., a pioneer and leader in the advanced wound care space. Prior to his work at MiMedx, Mr. Carlson served as Chief Operating Officer at Brighthouse Financial, Inc., and played an essential role in establishing Brighthouse as a separate public company after its spin-off from MetLife, Inc., where he worked for eight years. At MetLife, as Chief Accounting Officer, he led accounting, tax and financial reporting activities, along with budgeting and financial planning. Prior to MetLife, Pete was the Controller at Wachovia Corporation and an audit partner for a Big Four accounting firm. Mr. Carlson serves as a Board Member at White Mountains Insurance Group and as a trustee for Wake Forest University. He is a certified public accountant in New York and North Carolina, and he received a Bachelor of Science from Wake Forest University.

Carlson will succeed Nils Windler, who will remain with Spectral AI to work closely with Mr. Carlson, support an orderly transition of responsibilities and provide financial accounting support to the Company.

### About Spectral AI

Spectral AI, Inc. is a Dallas-based predictive AI company focused on medical diagnostics for faster and more accurate treatment decisions in wound care, with initial applications involving patients with burns and diabetic foot ulcers. The Company is working to revolutionize the management of wound care by “Seeing the Unknown<sup>®</sup>” with its DeepView<sup>®</sup> System. DeepView<sup>®</sup> is a 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 and a goal of substantially exceeding the current standard of care in the future, DeepView<sup>®</sup> is expected to provide faster and more accurate treatment insight towards value care by improving patient outcomes and reducing healthcare costs. For more information about DeepView<sup>®</sup>, visit [www.spectral-ai.com](http://www.spectral-ai.com).

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## **Forward Looking Statements**

Certain statements made in this release are “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995, including statements regarding the Company’s strategy, plans, objectives, initiatives and financial outlook. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements.

These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. As such, readers are cautioned not to place undue reliance on any forward-looking statements.

Investors should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” sections of the Company’s filings with the SEC, including the Registration Statement and the other documents filed by the Company. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements.

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