

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): February 9, 2026

SPECTRALAI, 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 \$2.75 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) In connection with the appointment of a new Chief Executive Officer, as described below, the Board of Directors of the Company (the “Board”) dissolved the Office of the Chairman on February 9, 2026.

(c) As announced in the press release attached to this Current Report on Form 8-K, the Board has appointed Vincent S. Capone to the position of Chief Executive Officer effective immediately. Mr. Capone most recently served as the Company’s Chief Financial Officer and General Counsel.

Prior to his role as Chief Executive Officer, Mr. Capone served as Spectral AI’s Chief Financial Officer since February 2024 and as General Counsel since March 2022. Prior to joining the Company, Mr. Capone most recently served as President of a New York-based private equity fund investing in technology companies. Mr. Capone has an extensive background in representing life science and technology companies and he has a proven track record as a business-focused and results-oriented leader in driving corporate growth and development. He began his career at KPMG, LLP before practicing corporate and securities law. He has more than 20 years of broad legal experience, first at Morgan Lewis LLP, then as a Partner at Reed Smith LLP. Mr. Capone serves as a senior advisor to Alexet Capital Associates, LLC and is a Board Member of the Ryan Leshner Foundation, a non-profit organization assisting families in Bucks County, Pennsylvania. Mr. Capone earned both his J.D. and M.B.A. degrees from Temple University and his B.S. degree in Accounting from The Pennsylvania State University.

Mr. Capone’s updated compensation package will be determined by the Board at a later date.

Item 7.01. Regulation FD Disclosure.

On February 10, 2026, the Company issued a press release announcing the appointment of Mr. Vincent Capone as Chief Executive 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

Exhibit No.	Description
99.1	Press Release issued by Spectral AI, Inc. on February 10, 2026.
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: February 10, 2026

SPECTRAL AI, INC.

By: /s/ Vincent S. Capone

Name: Vincent S. Capone

Title: Chief Executive Officer



Spectral AI Names Vincent S. Capone as Chief Executive Officer

DALLAS, TX – February 10, 2026 - 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, today announced that the Company’s Board of Directors has appointed Vincent S. Capone as Chief Executive Officer of the Company, effective February 9, 2026.

The appointment of Mr. Capone, who currently serves as the Company’s Chief Financial Officer and General Counsel, comes as Spectral AI transitions towards commercialization of its proprietary, non-invasive, AI-driven burn wound assessment device – the DeepView® System.

“Vince brings a unique set of leadership skills to his new role, combining a background in law, accounting, finance and operations management supported by a strong vision for the Company’s future,” said Dr. J. Michael DiMaio, Chairman of the Board of Spectral AI. “He has a strong passion for our mission to provide clinicians with a novel technology that re-imagines the current standard of care in burn wound assessment. Vince has played an integral role working with me in leading Spectral AI to this point in our development, and he has earned the respect of our Board, leadership, team members, and partners. His appointment as CEO will help to ensure the evolution of our strategic direction with me as Executive Chairman.”

Mr. Capone has served as Spectral AI’s Chief Financial Officer since February 2024 and as General Counsel since March 2022. He has been a member of the Office of the Chairman since October 2024 which, under the leadership of Dr. DiMaio, has been responsible for day-to-day operational responsibilities and support of the clinical development and commercialization of the DeepView System. Mr. Capone began his career at KPMG LLP before practicing corporate and securities law as a partner with Reed Smith LLP. Prior to joining Spectral AI, he was President of a New York-based private equity fund investing in global life sciences and technology companies.

“I am honored to assume the role of CEO as the Company evolves towards commercialization,” said Mr. Capone. “I am also thankful to work alongside a talented team who drive our success every day. Our FDA submission of the DeepView System in June 2025 marked a major milestone for Spectral AI and a critical step forward to providing this innovative and potentially transformative technology. We are excited to deliver DeepView to the broader healthcare market and advance burn wound care in the U.S. and around the world.”

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. The Company is working to revolutionize the management of wound care by “Seeing the Unknown®” with its DeepView System. The DeepView System is being developed as a predictive diagnostic device to offer clinicians an objective and immediate assessment of a burn wound’s healing potential prior to treatment or other medical intervention. With algorithm-driven results and a goal of exceeding the current standard of care in the future, the DeepView System is expected to provide fast and accurate treatment insight towards value care by improving patient outcomes and reducing healthcare costs. Spectral AI has been named to TIME’s list of World’s Top HealthTech companies 2025. For more information about the DeepView System, visit www.spectral-ai.com.

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 US Securities and Exchange Commission, including the Company’s 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.

Investors:

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