

**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): January 20, 2026

INTERPACE BIOSCIENCES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-24249
(Commission
File Number)

22-2919486
(IRS Employer
Identification No.)

Waterview Plaza, Suite 310, 2001 Route 46
Parsippany, NJ 07054
(Address, including zip code, of Principal Executive Offices)

(855) 776-6419
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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 2.02 Results of Operations and Financial Condition.

On January 20, 2026, Interpace Biosciences, Inc. (the "Company") issued a press release (the "Press Release") announcing preliminary and unaudited revenue for the year ended December 31, 2025, along with certain other information including the conversion of preferred stock described below. The full text of the Press Release is furnished as Exhibit 99.1 attached hereto.

Item 7.01 Regulation FD Disclosure.

In the Press Release, the Company also announced that all of the outstanding shares of its Series C Preferred Stock were converted into shares of its common stock.

The information in Items 2.02 and 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "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 it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated January 20, 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.

INTERPACE BIOSCIENCES, INC.

By: /s/ Thomas W. Burnell

Name: Thomas W. Burnell

Title: President and Chief Executive Officer

Date: January 20, 2026

Interpace Biosciences Announces Preliminary 2025 Revenue, 2026 Revenue Guidance and Simplification of Capital Structure

Preliminary 2025 thyroid testing revenue grew 21% over prior year

Initial 2026 guidance of 16% growth in thyroid testing revenue

All preferred stock converted to common stock

Debt-free balance sheet and positive Net Income and EBITDA operations

Company to seek uplisting on the Nasdaq Stock Market

PARSIPPANY, NJ, Jan. 20, 2026 (GLOBE NEWSWIRE) — Interpace Biosciences, Inc. (**OTCID: IDXG**) (“Interpace” or the “Company”) today announced preliminary and unaudited 2025 revenue from continuing operations (i.e., thyroid testing), initial 2026 revenue guidance, and updates on the Company’s capital structure and plans to seek an uplisting on The Nasdaq Stock Market.

Preliminary 2025 Revenue

Interpace announced preliminary and unaudited revenue of approximately \$38-39 million in 2025. Thyroid testing represented approximately \$34-35 million in revenue. This represents growth of approximately 21% in thyroid testing revenue over 2024. As announced previously, the Company’s PancreaGEN test was discontinued in early May 2025 and Interpace now generates 100% of revenue from its thyroid testing franchise.

Initiation of 2026 Revenue Guidance

Interpace is initiating full-year 2026 revenue guidance of approximately \$40 million, with 100% of this from thyroid testing. This represents growth of approximately 16% in thyroid testing revenue over 2025.

Preferred Stock Conversion

In October 2024, Interpace’s private equity investors exchanged 47,000 shares of Series B Preferred Stock (“Series B”) for 47,000 shares of Series C Preferred Stock (“Series C”), which are convertible into common stock at \$2.02 per share. Today, Interpace confirms that all Series C Preferred shares have been converted into common stock, resulting in the issuance of approximately 23,267,327 shares of Interpace common stock (calculated as \$1,000 stated value per preferred share divided by the \$2.02 conversion price).

Following the conversion, Interpace’s pro forma basic shares outstanding total approximately 27.7 million shares, comprised of 4,428,539 previously outstanding shares as of January 20, 2025 plus the 23,267,327 newly issued shares upon conversion. Of this amount, 1315 Capital owns approximately 9,405,941 shares of common stock, or approximately 34% of Interpace’s outstanding common stock, and Ampersand owns 13,861,386 shares of common stock, or approximately 50% of Interpace’s outstanding common stock, in both cases subject to change in connection with subsequent issuance activity and public float changes.

“This conversion is a pivotal milestone in our capital structure journey,” said Tom Burnell, Chairman, President & CEO. “In addition to paying off 100% of the Company’s outstanding debt in December, Interpace has now retired all shares of preferred stock, greatly simplifying the capital structure as we focus on scaling a profitable, thyroid-focused diagnostics business.”

Potential Nasdaq uplisting

In light of the Company’s simplified capital structure, solid balance sheet and profitable growth in the thyroid testing franchise, Interpace intends to seek an uplisting to the Nasdaq Stock Market in 2026 although no assurance can be given that the uplisting will be successfully achieved.

“We believe that Interpace is in a strong financial position, and that uplisting to the Nasdaq Market will enable more investors to participate in the growth we expect going forward. This action paves the way for focused investments in sales acceleration, revitalized commercial research and development plans, and ongoing lab automation,” added Chris McCarthy, Chief Financial Officer & Chief Operating Officer.

About Interpace Biosciences

Interpace Biosciences is an emerging leader in enabling personalized medicine, offering specialized services along the therapeutic value chain from early diagnosis and prognostic planning to targeted therapeutic applications.

Clinical services, through Interpace Diagnostics, provide clinically useful molecular diagnostic tests and bioinformatics and pathology services for evaluating risk of cancer by leveraging the latest technology in personalized medicine for improved patient diagnosis and management. Interpace has two commercialized molecular tests: ThyGeNEXT for the diagnosis of thyroid cancer from thyroid nodules utilizing a next-generation sequencing assay and ThyraMIRv2, used in combination with ThyGeNEXT, for the diagnosis of thyroid cancer utilizing a proprietary microRNA pairwise expression profiler along with algorithmic classification.

For more information, please visit Interpace Biosciences’ website at www.interpace.com.

Forward-looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, relating to the Company’s future financial and operating performance. The Company has attempted to identify forward-looking statements by terminology including “believes,” “estimates,” “anticipates,” “expects,” “plans,” “projects,” “intends,” “potential,” “may,” “could,” “might,” “will,” “should,” “approximately” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are based on current expectations, assumptions and uncertainties involving judgments about, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company’s control. These statements also involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results to be materially different from those expressed or implied by any forward-looking statements, including, but not limited to, the possibility that the Company’s estimates of future revenue, net income and adjusted EBITDA may prove to be materially inaccurate, the preliminary unaudited financial results being subject to audit review and adjustments, the Company’s prior history of operating losses, the Company’s ability to adequately finance its business the Company’s dependence on sales and reimbursements from its clinical services, the Company’s ability to retain or secure reimbursement including its reliance on third parties to process and transmit claims to payers and the adverse impact of any delay, data loss, or other disruption in processing or transmitting such claims, and the Company’s revenue recognition being based in part on estimates for future collections which estimates may prove to be incorrect.

Additionally, all forward-looking statements are subject to the “Risk Factors” detailed from time to time in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as amended, Current Reports on Form 8-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. Because of these and other risks, uncertainties and assumptions, undue reliance should not be placed on these forward-looking statements. In addition, these statements speak only as of the date of this press release and, except as may be required by law, the Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

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