

**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 23, 2026**

THE ONCOLOGY INSTITUTE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39248

(Commission File Number)

84-3562323

(I.R.S. Employer
Identification No.)

18000 Studebaker Road, Suite 800, Cerritos, CA

(Address of principal executive offices)

90703

(Zip Code)

Registrant's telephone number, including area code: **(562) 735-3226**

(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 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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
Common stock, par value \$0.0001	TOI	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Common stock, each at an exercise price of \$11.50 per share	TOIHW	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

(d) Appointment of New Director

Through action taken by Unanimous Written Consent, effective February 23, 2026, the Board of Directors (the “Board”) of The Oncology Institute, Inc. (the “Company”) filled a vacancy on the Board by appointing Kimberly Tzoumakas to the Board. After conducting appropriate due diligence, the Nominating and Corporate Governance Committee of the Board determined that Ms. Tzoumakas was a qualified candidate who meets the independence requirements under Nasdaq listing rules and has the expertise to contribute effectively to the Board. The Board has not appointed Ms. Tzoumakas to any committees at this time. Ms. Tzoumakas’s term as a director will expire at the Company’s next annual meeting of stockholders, at which time it is expected that she will be nominated as part of management’s slate of director nominees.

There are no arrangements or understandings between Ms. Tzoumakas and any other person pursuant to which she was selected or appointed a director, nor are there any transactions between Ms. Tzoumakas and the Company that would be reportable under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Ms. Tzoumakas will participate in the Company's non-employee director compensation program. A complete description of the Company's non-employee director compensation program is set forth in the Company's proxy statement for the 2025 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on March 27, 2025 (“2024 Director Compensation”). In line with this non-employee director compensation program, she will receive \$75,000 per annum, paid quarterly, and will be granted restricted stock unit awards (“RSUs”) for service on the Board, which grant will be made at a later date.

Item 7.01 Regulation FD Disclosure.

On February 23, 2026, the Company issued a press release announcing the appointment of Ms. Tzoumakas. The full text of the press release is attached as Exhibit 99.1 to this report and is hereby incorporated by reference herein.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for the 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 incorporated by reference into any filing made by the company or the operating partnership under the Exchange Act or the Securities Act of 1933, as amended, except as shall be 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 The Oncology Institute, Inc. on February 23, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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 23, 2026

THE ONCOLOGY INSTITUTE, INC.

By: /s/ Mark Hueppelsheuser

Mark Hueppelsheuser

General Counsel

FOR IMMEDIATE RELEASE

The Oncology Institute Appoints Kim Tzoumakas to Board of Directors

CERRITOS, Calif., Feb 23, 2026 (Global NEWSWIRE) – The Oncology Institute, Inc. (“TOI”) (NASDAQ: TOI), one of the largest value-based oncology groups in the United States, today announced the appointment of Kim Tzoumakas to its Board of Directors, effective February 23, 2026. Ms. Tzoumakas brings more than two decades of executive leadership experience across oncology, pharmacy services and healthcare operations. Notably, she is Chief Executive Officer for VytlOne National Pharmacy Services, and previously held the CEO role at 21st Century Oncology, where she successfully led the organization through a multi-year operational turnaround, culminating in its strategic sale. She also has served on the board of several private and public healthcare companies including SeaSpine, Coherus BioSciences, Ob Hospitalist Group and most recently, VytlOne.

“We are thrilled to welcome Kim to our Board of Directors,” said Daniel Virnich, MD, CEO of The Oncology Institute. “Her deep experience in both oncology and pharmacy services are particularly relevant at this point in TOI’s journey as we expand our care delivery model across employed and MSO networks and grow our pharmacy business. Kim’s proven track record of expanding access, improving cost management, and advancing integrated care delivery models, will be invaluable as to our company and further strengthen our already outstanding board of directors.”

“It’s an honor to have been selected as a Board member of The Oncology Institute,” said Ms. Tzoumakas. “I look forward to utilizing my background and experience in healthcare services to advise this dedicated team and help them accomplish their mission of improving cancer outcomes and streamlining the patient journey.”

About The Oncology Institute (www.theoncologyinstitute.com):

Founded in 2007, The Oncology Institute (NASDAQ: TOI) is advancing oncology by delivering highly specialized, value-based cancer care in the community setting. TOI offers cutting-edge, evidence-based cancer care to a population of approximately 1.9 million patients, including clinical trials, transfusions, and other care delivery models traditionally associated with the most advanced care delivery organizations. With over 180 employed and affiliate clinicians and over 100 clinics and affiliate locations of care across five states and growing, TOI is changing oncology for the better.

Media

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