

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

March 11, 2022
Date of Report (date of earliest event reported)

The Oncology Institute, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39248
(Commission File Number)

84-3562323
(I.R.S. Employer Identification Number)

18000 Studebaker Rd, Suite 800
Cerritos, California 90703
(Address of principal executive offices and zip code)
(562) 735-3226
(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001	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 12b-2 of the Exchange Act.

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 March 11, 2022, The Oncology Institute, Inc. (the "Company") issued a slide presentation which includes the Company's financial results for the year ended December 31, 2021 and certain other financial information. A copy of the presentation is furnished hereto as Exhibit 99.1, which are incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

On March 11, 2022, in conjunction with the slide presentation of its financial results, the Company provided updates regarding the Company's business and guidance for the upcoming year ending December 31, 2022. The information provided above in "Item 2.02 - Results of Operations and Financial Condition" of this Current Report on Form 8-K ("Current Report") is incorporated by reference into this Item 7.01.

The information contained in Items 2.02 and 7.01 of this Current Report and 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 such section.

Item 9.01 - Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide presentation issued by The Oncology Institute, Inc. on March 11, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Date: March 11, 2022

The Oncology Institute, Inc.

By: /s/ Brad Hively

Name: Brad Hively

Title: Chief Executive Officer



**The Oncology Institute
of Hope & Innovation**

Investor Presentation

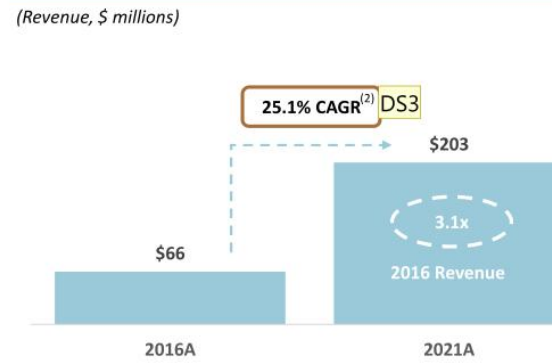
March 2022

We are a Leading Value Based Oncology Care Platform

Who We Are



Our Growth



Relationships with Leading Payors and Risk Taking Providers



Note: (1) Compared to average Per Member Per Month costs in our primary geographies
 (2) Based on cash basis unaudited financials

Slide 2

DS0 Shouldn't we keep these metrics as of year-end? If so, this would be 10.
Diona Simoneit, 2022-03-05T23:05:04.740

RM0 0 based on Daniel's comments
Rajovic, Mark, 2022-03-07T02:11:26.302

DS0 1 Latham advised to keep consistent with 10-K. This needs to be 10.
Diona Simoneit, 2022-03-07T17:41:08.557

DS1 Shouldn't we keep these metrics as of year-end? If so, this would be 80+.
Diona Simoneit, 2022-03-05T23:05:15.961

RM1 0 based on Daniel's comments
Rajovic, Mark, 2022-03-07T02:11:23.214

DS1 1 Latham advised to keep consistent with 80+ This needs to be 10.
Diona Simoneit, 2022-03-07T17:41:18.559

DS2 Update to \$203
Diona Simoneit, 2022-03-05T23:06:04.498

RM2 0 updated
Rajovic, Mark, 2022-03-07T02:10:54.004

DS3 Update to 25.1
Diona Simoneit, 2022-03-05T23:06:13.570

RM3 0 updated
Rajovic, Mark, 2022-03-07T02:10:58.845

Investment Highlights

A market leader in value-based oncology currently disrupting a massive, unaffordable and inefficient oncology market

Highly tailored and integrated offering supported by both providers and payers as incentives are aligned

Tech-driven care delivery method to deliver better patient outcomes and higher satisfaction ratings

Scalable, replicable model with significant whitespace growth opportunities in a fragmented M&A environment

Capital Light Organic Growth



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Rising Cost of Oncology Care is a Massive Problem in the U.S.

Healthcare is Unaffordable and Inefficient in the U.S.

18%
of U.S. GDP and rising

2x
spent per person compared to OECD average


Yet, U.S. incidence of chronic illness and longevity are worse than average

U.S. Oncology Spend Growth Continues to Accelerate

\$200bn+
estimated 2020 U.S. oncology spend

11 – 14% CAGR
U.S. Oncology drug spending growth in the next four years

9.5%
of U.S. adults have been diagnosed with cancer

Massive Market with Accelerating Growth Driven by Misalignment, Complex and Variable Clinical Pathways and High-Cost Drugs



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Sources: Cancer Epidemiology, Biomarkers & Prevention – American Association For Cancer Research, July 2020; National Center for Health Statistics; IQVIA Institute; National Health Expenditure Data – CMS; Spending on Health: Latest Trends – OECD, June 2018.

We Are Disrupting the Status Quo in Cancer Care

Today's Traditional Fee-for-Service Oncology Care

- ✗ Incentivized by **volume**
- ✗ Incentivized to use **high-cost therapies**
- ✗ Physician compensation model aligned to **high cost**
- ✗ Practice **tailored to profit**
- ✗ **Supported by drug manufacturers and distributors**
- ✗ **No incentives** to utilize appropriate care transitions

Our Disruptive Value Based Oncology Care

- ✓ Incentivized by **quality**
- ✓ Incentivized to use **high-value therapies**
- ✓ Physician compensation model aligned to **quality and patient satisfaction**
- ✓ Practice tailored to address **individualized patient needs**
- ✓ **Supported by patient and payors**
- ✓ Aligned to support **appropriate transitions** to palliative and hospice care

Our Healthcare System is Being Rebuilt with New Value Based Care Models



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We Are Shifting the Market to Value Based Oncology Care

We Are Shifting the Market to Value Based Oncology Care

- Currently, have 2 gain share contracts in Florida covering over 30k potential MA lives. We expect growth with other value-based primary care groups.
- Value based payments comprised of **36% of healthcare spending in 2018** vs. 20% in 2014
- Since 2013, Humana has increased PCPs within value based arrangements by **145%**
- Primary / preventative care only encompasses **less than 3%** of Medicare spend; vast majority of spend occurs outside of primary care clinics



Oncology Spend is a Major Pain Point for Value Based Primary Care

Illustrative Value Based Primary Care Group Funds Flow



TOI is the Market Leader in Value Based Oncology Care



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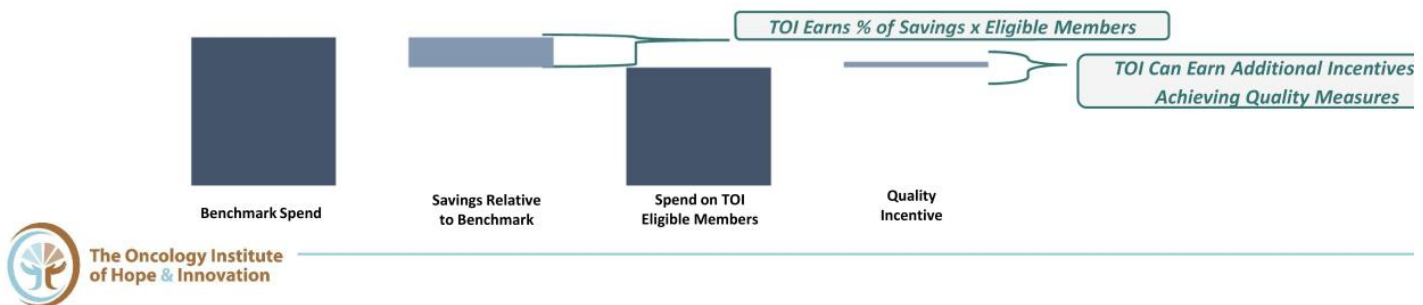
Sources: American Society of Clinical Oncology; Cancer Epidemiology, Biomarkers & Prevention – American Association For Cancer Research, July 2020; Global Market Insights; IQVIA Institute; Wall Street research.
Note: MA = Medicare Advantage.

Gain Share Contracts

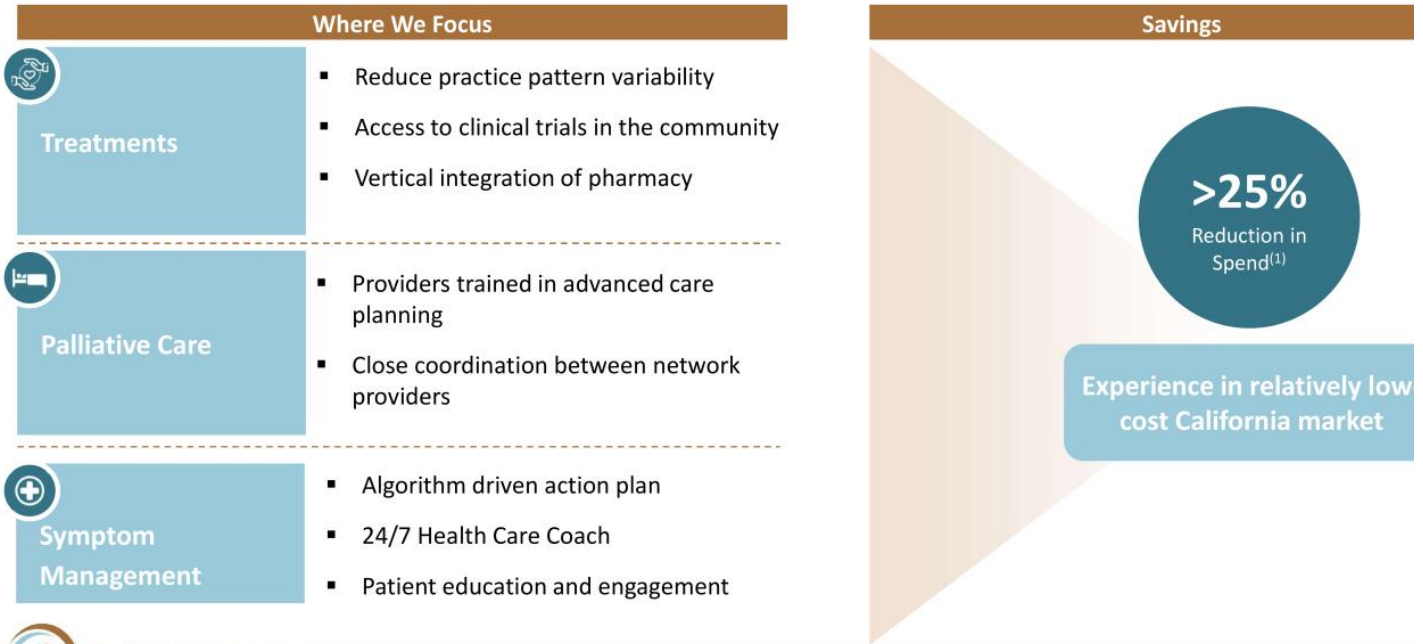
Gain Share Contracts Offer TOI an Entry Point with Payors in New Markets

- Gain share contracts offer payors an alternative to full capitation, with incentives for TOI to drive reductions in cost of care and improvements in quality of care
- Typically structured with an upside-only share of savings generated on patients seen by TOI relative to a benchmark
- Creative solution for risk-bearing primary care groups that aren't delegated for contracting
- Can include quality incentives for TOI to further improve patient care and lower overall cost
- Acts as a stepping stone to a broader capitation relationship as TOI demonstrates the value of its model of care

Illustrative Gain Share Contract Structure



We Use Multiple Levers to Reduce Cost of Care



Sources: Lay Healthcare Worker Led Cancer Screening Interventions and the Effect on Patient-Reported Satisfaction, Health Status, Healthcare Use, and Total Costs; Journal Of Oncology Practice; August 16, 2019.
Note: (1) Compared to average Per Member Per Month costs in our primary geographies.

Our Care Model is Hard to Replicate

TOI has Developed Many Highly Specific and Difficult to Replicate Capabilities that Collectively Comprise our Competitive Moat



Our Results are Peer-Reviewed and Published

Highly Effective in Delivering Quality, Value Based Oncology Care

30%

Lower inpatient admissions



75%

Fewer Emergency Department visits in the last month of life



40%

Fewer acute care facility deaths



> 25%

Lower median total healthcare costs from diagnosis to death



14%

Improvement in Patient Satisfaction



Study on TOI Patient Population Conducted by Researchers at Stanford University



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Our Patient-Centric Focus Drives High Levels of Satisfaction

Highly Satisfied Patient Base Supports Care Delivery Model While Strengthening Payor Relationships



Thousands of same-day patient surveys text and email.

Overall survey average 4.5/5 across all sites over 12 months.

Survey feedback loop to operations managers drives service excellence.

"Thank you all for helping me through this life test...From the front desk to the specialist – when it comes to cancer, you are all needed and appreciated; your kindness and selflessness makes a world of difference to the patients and their families."
– Lynwood Clinic Patient

"Awesome place, from the support staff and Dr. Morrison. He was the BEST! Would highly recommend this clinic to everyone who needs it."
– Downey Clinic Patient

"I am very thankful and happy to have found his group. Dr. Baghian and staff are kind, compassionate, and knowledgeable. Everyone I have interacted with has made me feel as though they truly care about making sure I receive quality care in a timely manner. Exceptional!"
– Riverside Clinic Patient



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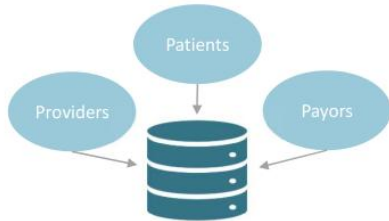
Slide 11

- DS0** Should we be including 2022 data? If ok, we should not include March as the month isn't over.
Diona Simoneit, 2022-03-05T23:08:25.668
- RM0 0** I would suggest removing march
Rajovic, Mark, 2022-03-07T02:14:26.745
- DS0 1** Latham advised to not share any Q1 data. Please cut-off at 12/31/21.
Diona Simoneit, 2022-03-07T17:43:24.864
- RM0 2** do you have the underlying chart? i did not create this. thanks
Rajovic, Mark, 2022-03-07T18:18:30.981
- RM1** Can we produce prior 12 months? from Jan 21 ro Dec 21
Rajovic, Mark, 2022-03-08T21:10:38.082
-

Our Technology Platform is Purpose Built for Oncology Care

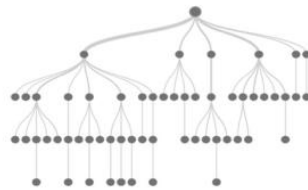
1. Collect

Work with health plans and primary care doctors on front-end collection of extensive patient data sets



2. Analyze

Leverage proprietary algorithms and data science to refine relevant clinical care pathways



3. Apply

Use results from our data analysis to dictate appropriate care pathways



Our Technology is Designed to Decrease the Complexity and Variability of Clinical Care for Cancer Patients

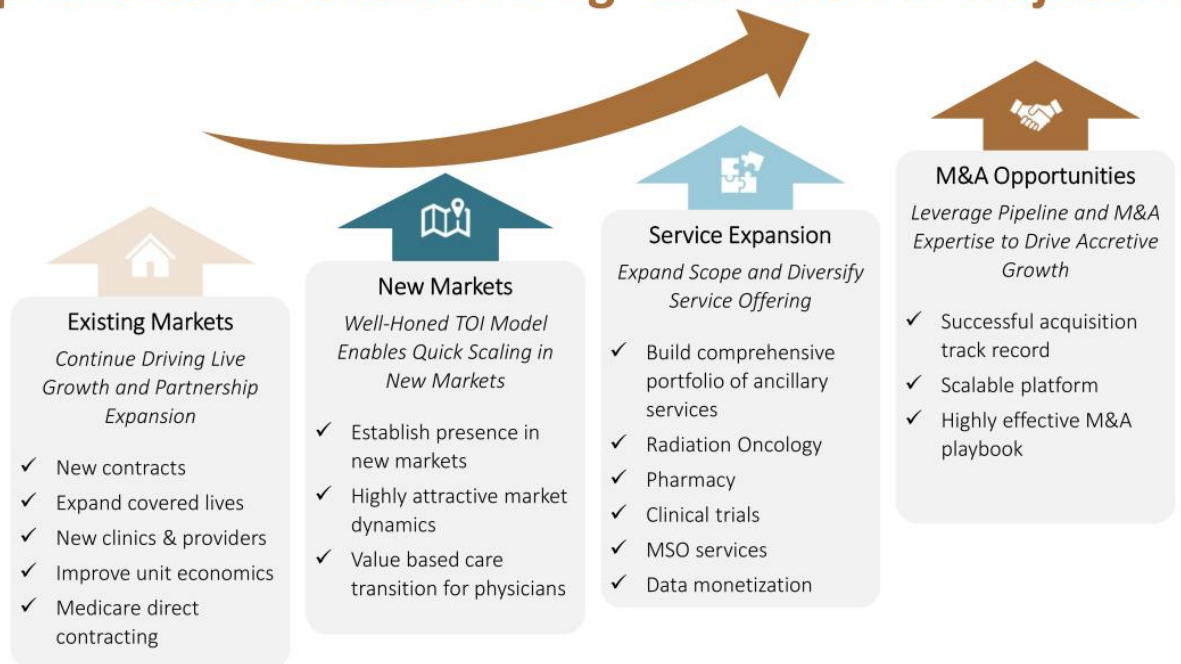


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New Market Entry Playbook with Track Record of Success Designed to Scale Efficiently



Multiple Levers to Sustain Long Term Growth Trajectory



Financial Overview



Recent Highlights

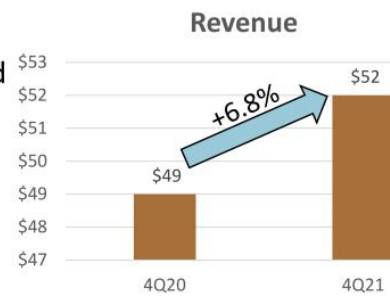
- Ended 2021 at with approximately 1.6 million lives under value-based contracts
- Cared for over 51,000 unique patients in 2021 and had over 230,000 patient visits at owned clinics
- Commenced four new capitated payor contracts in California since mid-2021
- Acqui-hires of three medical oncology practices in the Los Angeles, CA market in the fourth quarter of 2021
- Hired 12 new affiliated providers in the fourth quarter of 2021, representing 18% growth over the prior year period
- Acquired first radiation oncology practice, based in Los Angeles, CA in the fourth quarter of 2021
- Opened 54th clinic site in February 2022 in Lakeland, FL, an increase of 14 clinics from year end 2020

TOI is leading the market towards value-based oncology care



Fourth Quarter Financial Highlights

- Total revenue was \$52 million, a 6.8% increase from the prior year period
- Gross profit was \$8 million, a 23.1% decrease from the prior year period
- Net loss was \$(10) million, compared to \$(5) **DS2** ion in the prior year period
- Adjusted EBITDA was \$(5) million, compared to \$2 **DS3** ion in the prior year period
- The fourth quarter of 2021 included \$8 million of public company expenses
- Ending cash balance of \$115 million and no debt as of December 31, 2021



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Note: Adjusted EBITDA is a non-GAAP measure. For a discussion and reconciliation to the nearest GAAP measure please see Slide 20 of this presentation.

Slide 17

DS0 **Change to \$49**
Diona Simoneit, 2022-03-07T17:56:09.733

RM0 0 **updatedupdated**
Rajovic, Mark, 2022-03-07T18:17:33.445

RM0 1 **updated**
Rajovic, Mark, 2022-03-07T18:17:38.335

DS1 **Change to \$52**
Diona Simoneit, 2022-03-07T17:56:23.720

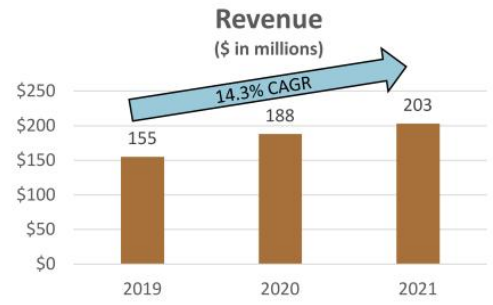
RM1 0 **updated**
Rajovic, Mark, 2022-03-07T18:15:37.972

DS2 **Changed to \$(5) so we are consistent throughout with no decimal points.**
Diona Simoneit, 2022-03-07T17:57:45.736

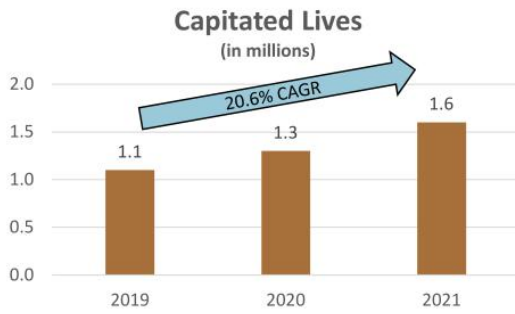
DS3 **Changed to \$2 for consistency**
Diona Simoneit, 2022-03-07T17:58:18.275

Key Metrics

DS0



DS1



Slide 18

DS0 Can we round the dollar amounts to whole dollars to be consistent?
Diona Simoneit, 2022-03-07T17:59:25.732

RM0 0 updated
Rajovic, Mark, 2022-03-07T18:17:55.786

DS1 Can we round the dollar amounts to whole dollars to be consistent?
Diona Simoneit, 2022-03-07T17:59:31.308

RM1 0 updated
Rajovic, Mark, 2022-03-07T18:17:51.396

Guidance

	2022 Guidance
Revenue	\$270 to 310 million, representing approximately 33% to 53% growth over 2021 revenue
Gross Profit	\$50 to 60 million
Adjusted EBITDA	\$(20) to (25) million
Lives at Year End	1.75 million to 2.0 million lives, representing approximately 9% to 25% growth over year-end 2021 lives

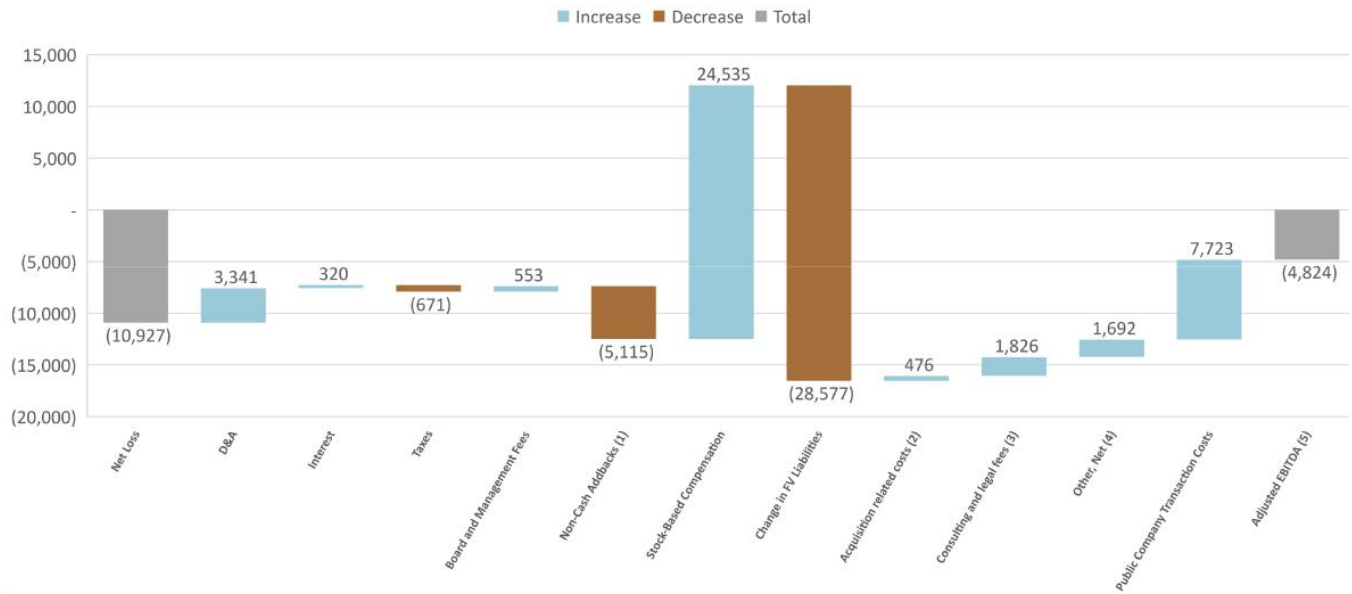
Updated Guidance Drivers

- Strong year-over-year revenue and lives growth expected
- Continued focus on pipeline execution and network expansion to deliver care under value-based contracts
- Growth in California and new market penetration in Florida and Texas
- Gain sharing contracts and higher mix of FFS-reimbursement is expected to produce lower revenue and gross profit
- TOI's public company costs are higher than initially projected, mainly due to D&O insurance cost

RM0 note form LW to TOI: Add a bullet on the defaulting customer that was described in the press release/script?
Rajovic, Mark, 2022-03-08T00:09:49.573

Net Income to Adjusted EBITDA Reconciliation

Adjusted EBITDA Reconciliation



Slide 20

DS0 Can we round these to whole dollars in millions to be consistent with the rest of the financials presented?
Diona Simoneit, 2022-03-07T18:01:30.828

RM0 0 I have no problem doing this but some categories would round to 0 (Interest, taxes, Mgmt. Fees, Other, Acquisiton costs)
Rajovic, Mark, 2022-03-07T18:20:36.651

Net Income to Adjusted EBITDA Reconciliation Footnotes

(1) During the year ended December 31, 2021, non-cash addbacks were primarily comprised of a \$4,957 gain on debt extinguishment and bad debt recoveries, net of \$417 partial offset by deferred rent of \$109 other miscellaneous charges of \$149. During the year ended December 31, 2020, non-cash addbacks were primarily comprised of a \$7,500 impairment of notes receivable (as described further below), \$4,233 of bad debts write-offs, and \$239 of other miscellaneous charges.

(2) Practice acquisition-related costs were comprised of consulting and legal fees incurred to perform due diligence, execute, and integrate acquisitions of various oncology practices.

(3) Consulting and legal fees were comprised of a subset of the Company's total consulting and legal fees during the years and quarters ended December 31, 2021 and 2020, and related to certain advisory projects, software implementations, and legal fees for debt financing and predecessor litigation matters.

(4) Other, net is comprised of severance expenses resulting from cost rationalization programs of \$127 and \$278, as well as temporary labor of \$1,182 and \$1,862 recruiting expenses to build out corporate infrastructure of \$1,275 and 1,289 and other miscellaneous charges of \$130 and \$0 during the years ended December 31, 2021 and 2020 respectively. During the years ended December 31, 2021 and 2020 such expenses were partially offset by \$1,023 and \$978, respectively, of stimulus funds received under the CARES Act.

(5) Adjusted EBITDA was impacted by \$1,800,000 revenue reduction during the fourth quarter of 2021 related to a payor not paying according to their contract.

Note: Costs related to directors and officers insurance, de novo clinics and new providers have not been added back to arrive at Adjusted EBITDA.



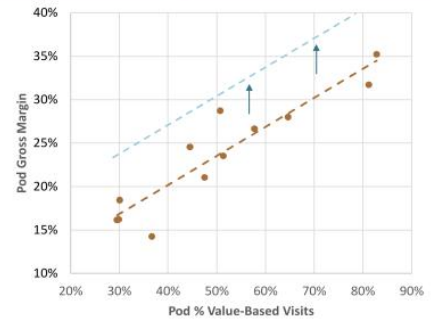
Strong Unit Economics Drives Increasing Profitability

Embedded Gross Margin Expansion Potential as TOI Scales

Margin Expansion Drivers

- 1 **Value-Based Volume Mix:** As our mix of value-based revenue increases our margins will improve; pods today with highest mix of value-based contract achieve 30%+ margins
- 2 **Provider Utilization:** Margins expected to improve as
 - 1) Provider **productivity increases** in maturing clinics
 - 2) The ratio of APPs⁽¹⁾ to MDs increases
- 3 **Market Dynamics:** Certain expansion markets have higher-cost fee-for-service oncology, therefore TOI can deliver better value and savings to our customers and capture higher margins

TOI Pod⁽²⁾ Gross Margin vs. % Value-Based Visits



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Note: (1) Advanced Practice Providers (APPs) include Physician Assistants and Nurse Practitioners; (2) Each pod is an operational unit consisting of 2-5 clinics, grouped together based on geographic proximity and visit volume. This analysis was performed in 2020.

RM0 note from LW to TOI: Do you want to retain this 30% target margin going forward? This type of disclosure is often not included once public.
Rajovic, Mark, 2022-03-08T00:10:37.197

Forward Looking Statements

This presentation includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "preliminary," "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "project," "predict," "potential," "guidance," "approximately," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding projections, estimates and forecasts of revenue and other financial and performance metrics and projections of market opportunity and expectations. These statements are based on various assumptions and on the current expectations of The Oncology Institute, Inc. ("TOI") and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of TOI. These forward-looking statements are subject to a number of risks and uncertainties, including the outcome of judicial and administrative proceedings to which TOI may become a party or governmental investigations to which TOI may become subject that could interrupt or limit TOI's operations, result in adverse judgments, settlements or fines and create negative publicity; changes in TOI's clients' preferences, products and the competitive conditions prevailing in the healthcare sector; the risk that any required regulatory approvals could adversely affect TOI; failure to continue to meet stock exchange listing standards; the impact of COVID-19 on the TOI's business; those factors discussed in the documents of TOI filed, or to be filed, with the SEC. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that TOI does not presently know or that TOI currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect TOI's plans or forecasts of future events and views as of the date of this press release. TOI anticipates that subsequent events and developments will cause TOI's assessments to change. TOI does not undertake any obligation to update any of these forward-looking statements. These forward-looking statements should not be relied upon as representing TOI's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Financial Information; Non-GAAP Financial Measures:

Some of the financial information and data contained in this presentation, such as Adjusted EBITDA, have not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). TOI believes that the use of Adjusted EBITDA provides an additional tool to assess operational performance and trends in, and in comparing our financial measures with, other similar companies, many of which present similar non-GAAP financial measures to investors. TOI's non-GAAP financial measures may be different from non-GAAP financial measures used by other companies. The presentation of non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial measures determined in accordance with GAAP. The principal limitation of Adjusted EBITDA is that it excludes significant expenses and income that are required by GAAP to be recorded in the Company's financial statements. Because of the limitations of non-GAAP financial measures, you should consider the non-GAAP financial measures presented in this presentation in conjunction with TOI's financial statements and the related notes thereto.



