

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

August 30, 2023  
Date of Report (date of earliest event reported)

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

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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)

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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	TOIIW	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.

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## Item 8.01. Other Events.

On August 28, 2023, the Board of Directors of The Oncology Institute, Inc. (the “Company”) approved a share repurchase program with authorization to purchase up to 2 million shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). The Company may repurchase shares from time to time through one or more securities broker-dealers, in open market purchases and negotiated purchases, in each case at price per share not to exceed \$1.00. Shares repurchased by the Company pursuant to the share repurchase program shall be returned to the status of authorized but unissued shares of Common Stock.

In connection with the foregoing, on August 25, 2023, the Company entered into a limited consent (the “Limited Consent”), dated as of August 25, 2023, to that certain Facility Agreement, dated as of August 9, 2022 (as amended or otherwise modified from time to time, the “Facility Agreement”), by and among the Company, as borrower, certain of the Company’s subsidiaries from time to time party thereto as guarantors and Deerfield Partners, L.P., as agent for itself and the lenders (collectively, “Deerfield”). The Limited Consent permits the repurchase by the Company on or prior to September 16, 2023, of up to 2,000,000 shares of Common Stock in one or more open market or negotiated purchases, in each case at price per share not to exceed \$1.00. The actual timing and amount of repurchases are subject to business and market conditions, corporate and regulatory requirements, stock price, acquisition opportunities and other factors. The Limited Consent does not obligate the Company to repurchase any amount of shares, and there can be no assurance that any shares will be repurchased. The Limited Consent also grants a one-time waiver under the Facility Agreement of certain delivery of any notice requirements.

The foregoing description of the Limited Consent does not purport to be complete and is qualified in its entirety by reference to the full text of the Limited Consent, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Limited Consent, dated as of June 14, 2023, by and among the Company and Deerfield</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: August 30, 2023

**The Oncology Institute, Inc.**

By: /s/ Mark Hueppelsheuser

Name: Mark Hueppelsheuser

Title: General Counsel