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

November 15, 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:

- 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

Name of each exchange on which registered

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 $\ oxtimes$

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. o

Item 2.02. Results of Operations and Financial Condition

On November 15, 2022, The Oncology Institute, Inc. (the "Company") issued a slide presentation which includes the Company's financial results for the three and nine months ended September 30, 2022 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 November 15, 2022, in conjunction with the slide presentation of its financial results, the Company provided updates regarding the Company's business and guidance for the 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:

Exhibit No. Description

99.1 Slide presentation issued by The Oncology Institute, Inc. on November 15, 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: November 15, 2022

The Oncology Institute, Inc.

By: /s/ Mihir Shah Name: Mihir Shah

Title: Chief Financial Officer





Disclaimer

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 Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as 'prelimianry,' "believe," "may," "mill," "estimate," "continue," "anticipate," "intend", "expect," "should," "would," "plan," "project," "predict," "potential," "guidance," "approximately," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future 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., ("TO!") and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not 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' preference, prospects and the competitive conditions prevalling the healthcare sector; the risk that any required regulatory approvals could adversely affect TOI; fallure to

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"). Toll 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. Toll's non-GAAP financial measures used by other companies. The presentation of non-GAAP financial measures used by other companies. The presentation of non-GAAP financial measures used to so the company of the presentation of the companies. The presentation of the companies in the presentation of the companies of



TOI Investment Highlights





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



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

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



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

(X

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



We are a Leading Value-Based Oncology Care Platform



We are shifting the market to value-based oncology care



TOI is a Market Leader in Value-Based Oncology Care

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.



Our Value-Based Oncology Care Model is Disrupting the Market

TOI is a Leading Value-Based Oncology Care Practice that is Aligning both Physicians and Payors with Incentives to Simultaneously Enhance Quality and Lower Costs

Physician Practices

Aligned with physicians, practice-based models are incentivized to over prescribe expensive therapeutics and over utilize care which results in higher costs









Benefits Managers

A ligned with payors, benefit managers seek to change provider behavior which has limited success and typically results in an antagonistic relationship with physicians and the provider behavior which has limited success and typically results in an antagonistic relationship with physicians are provider behavior which has limited success and typically results in an antagonistic relationship with physicians are provider behavior which has limited success and typically results in an antagonistic relationship with physicians are provider behavior which has limited success and typically results in an antagonistic relationship with physicians are provider behavior which has limited success and typically results in an antagonistic relationship with physicians are provider behavior which has been also been also believed by the provider behavior which has been also been also believed by the provider behavior which has been also been also been also believed by the provider behavior which has been also been als





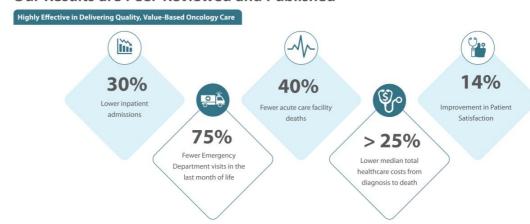








Our Results are Peer-Reviewed and Published



Study on TOI Patient Population Conducted by Researchers at Stanford University

Note: Based on TOI patient population conducted by researchers at Stanford University, as of April 11, 2021.



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 via 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



We Use Multiple Levers to Reduce Cost of Care

Where We Focus

- Reduce practice pattern variability
- Access to clinical trials in the community
- Vertical integration of dispensary and scaled drug purchasing



- 24/7 Health Care Coach

- Palliative and Hospice Collaboration
 Providers trained in advanced care planning
- Close coordination between network providers



Savings

Reduction in Spend(1)

Experience in relatively low-cost California market

Note: (1) Compared to average Per Member Per Month costs in our primary geographies.



Proven Portability with Rapidly Expanding Footprint





Our Care Model is Hard to Replicate

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





Our Technology Platform is Purpose Built for Oncology Care



Collect

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



Analyze

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



ApplyUse results from our data analysis to dictate appropriate care pathways



Key attributes

- O Efficient
- O Scalable
- O Flexible

- Integrations across systems enable workflows, ensure seamless experience and consistent tracking and reporting

Strong Unit Economics Drives Increasing Profitability

Embedded Gross Margin Expansion Potential as TOI Scales

Margin Expansion Drivers



As our mix of value-based revenue increases our margins are expected to improve; pods today with highest mix of value-based contract achieve



- Provider Utilization:
 Margins expected to improve as
 Provider productivity increases in maturing clinics
 - The ratio of APPs⁽¹⁾ to MDs increases

Market Dynamics:

Certain expansion markets have higher-cost fee-for-service oncology, therefore we believe TOI can deliver better value and savings to our customers and capture higher margins



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.



Strong Unit Economics Provide the Foundation of Future Growth



New Markets launch with FFS + Gainshare

Acquisition CAGR (Top-line): 18%

Acquisition EBITDA accretive: Year 1

DeNovo CAGR (Top-line): 53%

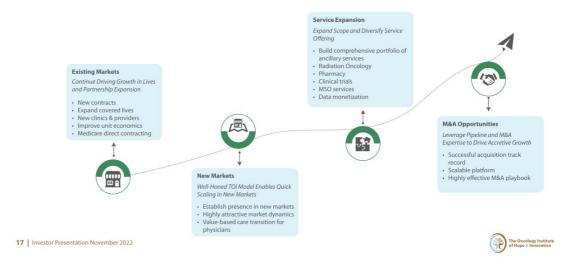
Conversion to Capitated Contracts by year 4: enabling Gross Margins > 25%

Note: Actual results may vary materially



Multiple Levers to Sustain Long Term Growth Trajectory

TOI represents 0.01% of the U.S. Oncology Market providing substantial growth opportunity





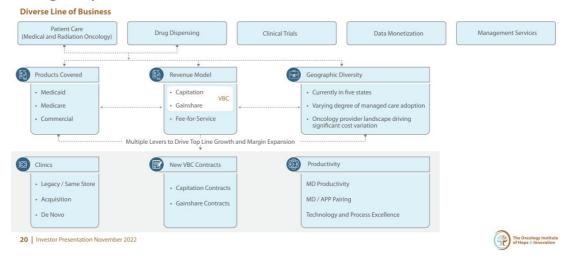
Financial Overview



Revenue⁽¹⁾ and Milestone Timeline ■ AZ TOI welcomed as first cohort of OCM participants \$155 \$113 2007 2011 2019 2021 2012 2013 2014 2016 2017 2018(2) 2020 2022(3) Dispensary Opening Notes: (1) 2007-2017 revenue is cash basis, unaudited and pertains to the Predecessor entity only (2) Predecessor revenue of \$75Ms, Successor revenue of \$37M (3) \$248M is mid range 2022 guidance. Guidance herein is as of November 9, 2022 only

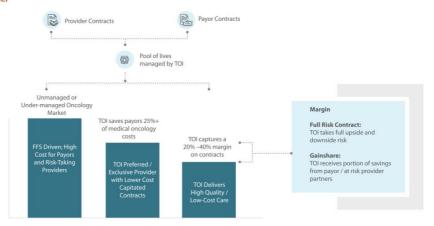


Diversified Business Model with Multiple Drivers of Revenue Growth and Margin Expansion



Value Driven Highly Attractive Economic Model

Illustrative Economic Model





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
- $\star \ \, \text{Typically structured with an upside-only share of savings generated on patients seen by TOI \ relative to a benchmark and the property of the prope$
- $\bullet \ \ \text{Creative solution for risk-bearing primary care groups that aren't delegated for contracting}$
- Can include quality incentives for TOI to further improve patient care and lower overall cost
- Acts as a steppingstone to a broader capitation relationship as TOI demonstrates the value of its model of care

Illustrative Gain Share Contract Structure







Proven economic model shows 20+% Gross Margins in Mature, Value-Based driven markets



- Established Value-Based Partnerships
- Continued Strategic Growth
- Same-Store Gross Margin 20+%



- · Recently opened markets
- Launched in partnership with national value-based primary care groups
- Ramping Gross Margins

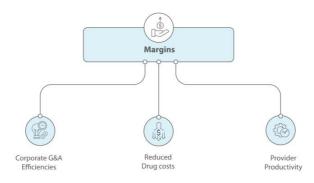


Historic growth supports continued scale to drive increased revenue





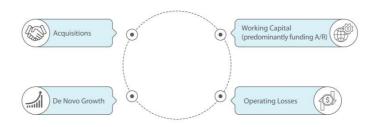
Benefits of scale go beyond top line



TOI's growth allows us to scale our infrastructure, driving better margins due to lower drug costs, and more efficient providers – all leading to more savings for our payor partners and patients



Capital Deployment Strategy fueled by recent \$110 million strategic investment by Deerfield Management



Adjusted EBITDA and Net Income Profitability projected in 2024



2022 Guidance

Metric	Updated Guidance Range
Revenue	\$245 to \$250 million, representing 21% to 23% growth over 2021 revenue
Gross Profit	\$45 to \$50 million
Adjusted EBITDA	\$(25) to (28) million
Value-Based Lives	1.65 to 1.75 million lives representing 3% growth over 2021 year-end-lives

tote: TOI's achievement of the anticipated results is subject to risks and uncertainties, including those disclosed in our filings with the U.S. Securities and Exchange Commission. The outlook does not take into account the impact of any unanticipated developments in the business or changes in the operating environment, nor does it take into account the impact of TOI's acquisitions, dispositions or financings during 2022. TOI's outlook assumes a largely reopened global market, which would be nearblevi imaged off closures or other restrictive measures persist or are reimplemental.









Historical Financials



Historical Financials			For Three Months Ended				For Three Months Ended			For Year Ended	
		Mar 31, 2021	Jun 30, 2021	Sept 30, 2021	Dec 31, 2021	Mar 31, 2022	Jun 30, 2022	Sept 30, 2022	Dec 31, 2020	Dec 31, 2021	
	Patient services										
Revenue	Capitated revenue	\$12,330	\$12,897	\$14,124	\$14,934	\$14,516	\$13,944	\$16,355	\$37,381	\$54,285	
	FFS revenue	17,292	16,889	18,843	16,765	20,541	25,165	28,272	79,436	69,789	
	Subtotal	29,622	29,786	32,967	31,699	35,057	39,109	44,627	116,817	124,074	
	Dispensary	17,618	17,782	17,918	19,232	18,679	20,218	18,839	63,890	72,550	
	Clinical trials & other	1,340	2,276	1,390	1,373	1,425	1,594	1,511	6,808	6,379	
	Total operating revenue	48,580	49,844	52,275	52,304	55,161	60,921	64,977	187,515	203,003	
Expenses	Operating expenses										
	Direct costs – patient services	23,086	23,574	25,391	27,350	27,378	32,875	36,126	95,747	99,401	
	Direct costs – dispensary	15,123	15,237	15,279	16,463	15,324	16,754	15,738	53,907	62,102	
	Direct costs - clinical trials & other	169	143	182	158	137	150	113	982	652	
	Selling, general and administrative expense	11,178	11,212	12,729	48,246	29,806	28,348	31,963	41,898	83,365	
	Depreciation and amortization	777	794	850	920	987	1,098	1,134	3,178	3,341	
	Total operating expenses	\$50,333	\$50,960	\$54,432	\$93,136	\$73,632	\$79,225	85,074	\$195,712	\$248,861	

(\$ in thousands)

To be continued..



Historical Financials			For Three Months Ended				For Three Months Ended			For Year Ended	
		Mar 31, 2021	Jun 30, 2021	Sept 30, 2021	Dec 31, 2021	Mar 31, 2022	Jun 30, 2022	Sept 30, 2022	Dec 31, 2020	Dec 31, 2021	
Income (Loss)	Loss from operations	(1,753)	(1,116)	(2,157)	(40,832)	(18,471)	(18,304)	(20,097)	(8,197)	(45,858)	
	Other non-operating expense (income)										
	Interest expense	101	81	78	60	74	61	1,497	347	320	
	Change in fair value of derivative warrant liabilities	120		14	(3,686)	1,461	(2,065)	159		(3,686)	
	Change in fair value of earnout liabilities	-		1-	(24,891)	(39,440)	(10,800)	(3,581)		(24,891)	
	Change in fair value of conversion option derivative liabilities				(24,891)	(39,440)	(10,800)	(15,510)		(24,891)	
	Gain on debt extinguishment		(5,186)		229	(183)	-		-	(4,957)	
	Other, net	(1,076)	4	(54)	80	151	(15)	36	6,271	(1,046)	
	Total other non-operating income	(975)	(5,101)	24	(28,208)	(37,937)	(12,819)	(17,399)	6,618	(34,260)	
	Income (loss) before provision for income taxes	(778)	3,985	(2,181)	(12,624)	19,466	(5,485)	(2,698)	(14,815)	(11,598)	
	Income tax (expense) benefit	(218)	(780)	(799)	2,468	(180)	32	24	493	671	
	Net (loss) income	(996)	3,205	(2,980)	(10,156)	19,286	(5,453)	(2,674)	(14,322)	(10,927)	
	Adjusted EBITDA(1)	\$69	\$343	\$110	\$(5,346)	\$(5,184)	\$(6,867)	\$(6,680)	\$5,773	\$(4,824)	

Note: (1) Adjusted EBITDA is a non-GAAP measure. For a discussion and reconciliation to the nearest GAAP measure please see Slide 32 of this presentation.



Adjusted EBITDA Reconciliation

The Company includes adjusted EBITDA because it is an important measure upon which our management uses to assess the results of operations, to evaluate factors and trends affecting the business, and to plan and forecast future periods.

Adjusted EBITDA is "non-GAAP" financial measure within the meaning of Item 10 of Regulation S-K promulgated by the SEC. Management believes that this measure provides an additional way of viewing aspects of the Company's operations that, when viewed with the GAAP results, provides a more complete understanding of the Company's results of operations and the factors and trends affecting the business. However, non-GAAP financial measures should be considered a supplement to, and not as a substitute for, or superior to, the corresponding measures calculated in accordance with U.S.GAAP non-GAAP financial measures used by other companies, including the Company's competitors. Management and courages investors and others to review the Company's financial information in its entirety, not to rely on any single financial measure.

The following table provides a reconciliation of net income (loss), the most closely comparable GAAP financial measure, to Adjusted EBITDA:

	Three Months Ended								
	Mar 31, 2021	Jun 30, 2021	Sep 30, 2021	Dec 31, 2021	Mar 31, 2022	Jun 30, 2022	Sept 30, 2022	Year Ended Dec 31, 2020	Year Ended Dec 31, 2021
(in thousands)									
Net (loss) income	\$(996)	\$3,205	\$(2,980)	\$(10,156)	\$19,286	\$(5,653)	\$(2,674)	\$(14,322)	\$(10,927)
Depreciation and amortization	777	794	850	919	987	1,098	1,134	3,178	3,341
Interest expense	101	81	78	60	74	61	1,497	347	320
Income tax expense	218	780	799	(2,467)	180	(32)	(24)	(493)	(671)
Board and management fees	106	102	106	239	45	62	64	\$620	553
Non-cash addbacks	(13)	(5,728)	99	526	197	108	299	11,972	(5,115)
Share-based compensation	42	51	59	24,382	8,552	6,515	6,546	151	24,535
Change in fair value of liabilities				- 2	2	12	(18,932)	- 2	-
Unrealized (gains) losses on investments			540				33		
Practice acquisition-related costs	90	107	71	208	422	111	166	374	476
Practice acquisition deferred purchase price							2,088		
Consulting and legal fees	387	543	221	676	655	1,144	883	1,495	1,826
Other, net	(643)	408	807	1,120	953	1,634	1,239	2,451	1,692
Public company transaction costs			(5)	7,723	1,444	750	1,001		7,723
Adjusted EBITDA	\$69	\$343	\$110	\$(5,347)	\$(5,184)	\$(7,067)	\$(6,680)	\$5,773	\$(4,824)

