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): **June 3, 2021**

INFORMATION ANALYSIS INCORPORATED

(Exact name of registrant as specified in its charter)

VA	**000-22405**	**54-1167364**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11240 Waples Mill Rd, Ste 201
Fairfax, VA 22030
(Address of principal executive offices, including zip code)

703-383-3000
(Registrant's telephone number, including area code)

(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 7.01 Regulation FD Disclosure.

Information Analysis Incorporated (the “Company,” “we,” or “IAI”) has prepared a PowerPoint presentation published on June 3, 2021, and updated on June 9, 2021 (“PowerPoint Presentation”) for use in connection with investor presentations. This PowerPoint Presentation is available on the Company’s website at http://www.infoa.com/investor-relations. The Company also issued a press release on June 3, 2021, announcing the availability of the presentation on our website. A copy of this press release, captioned "Information Analysis Inc Publishes Investor Presentation," is attached as Exhibit 99.1 to this Current Report on Form 8-K (the "8-K"). The PowerPoint Presentation is attached as Exhibit 99.2 to this 8-K.

The information in this 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-looking statements

This Current Report on Form 8-K and the PowerPoint Presentation may contain forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology such as “believes,” “projects,” “expects,” “may,” “goal,” “estimates,” “should,” “plans,” “targets,” “intends,” “could,” or “anticipates,” or the negative thereof, or other variations thereon, or comparable terminology, or by discussions of strategy or objectives. Forward-looking statements involve estimates, anticipated or expected events, expectations, projections, trends, results, goals, forecasts, assumptions, risks and uncertainties. The Company cautions readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. The forward-looking statements contained in the PowerPoint Presentation speak only as of the date of the material, and the Company expressly disclaims any obligation or undertaking to report any updates or revisions to the PowerPoint Presentation. Certain factors may cause results to differ materially from those anticipated by some of the statements made in the PowerPoint Presentation. Please carefully review our filings with the SEC as we have identified many risk factors that impact our business plan. Investors are urged to consider closely the disclosures in our Forms 10-K, 10-Q, 8-K and other filings with the SEC, which can be electronically accessed from our website or the SEC’s website at http://www.sec.gov/.

Use of Non-GAAP Financial Measures

Exhibits 99.1 and 99.2 attached to this Current Report on Form 8-K contains certain non-GAAP financial measures, including adjusted EBITDA (“Adjusted EBITDA”). We provide a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measure below.

We utilize certain non-GAAP financial measures, including Adjusted EBITDA, to evaluate our actual operating performance and for planning and forecasting of future periods, and Current Ratio, to evaluate our ability to meet our operating cash flow needs.

We define Adjusted EBITDA as net income (loss) plus depreciation and amortization expense, interest expense, and income tax expense, as further adjusted to eliminate the impact of, when applicable, other non-cash items or expenses that are unusual or non-recurring or that we believe do not reflect our core operating results. We believe that Adjusted EBITDA is meaningful to our investors to enhance their understanding of our financial performance for the current period and our ability to generate cash flows from operations that are available for taxes, capital expenditures and debt service. We understand that Adjusted EBITDA is frequently used by securities analysts, investors and other interested parties as a measure of financial performance and to compare our performance with the performance of other companies that report Adjusted EBITDA. Our calculation of Adjusted EBITDA, however, may not be comparable to similarly titled measures reported by other companies. When assessing our operating performance, investors and others should not consider this data in isolation or as a substitute for net income (loss) calculated in accordance with GAAP. Further, the results presented by Adjusted EBITDA cannot be achieved without incurring the costs that the measure excludes.

	Three months ended March 31, 2021	Last twelve months (LTM) ended March 31, 2021
Net income	$ 271,000	$ 811,000
Depreciation and amortization	5,000	16,000
Interest (net)	(2,000)	(2,000)
Acquisition Costs – Tellenger	70,000	70,000
Adjusted EBITDA	$ 344,000	$ 895,000

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Press Release dated June 3, 2021, captioned: "Information Analysis Inc Publishes Investor Presentation."

Investor Presentation published on IAI website on June 3, 2021, and updated on June 9, 2021.

Exhibit Index

Exhibit No.	Description
EX-99.1	IAI Press Release dated June 3, 2021
EX-99.2	IAI PowerPoint Investor Presentation

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.

INFORMATION ANALYSIS INCORPORATED

Date: June 9, 2021

By: /s/ Matthew T. Sands
Matthew T. Sands
Chief Financial Officer

Exhibit 99.1

Information Analysis Inc Publishes Investor Presentation

FAIRFAX, VA, June 3, 2021 – Information Analysis Incorporated (OTCQB: IAIC) ("IAI") today published an investor presentation which can be accessed on the company website at IAIC June 2021 Investor Presentation.

As noted in the presentation, the sharp increase in remote workers and strain on computer systems of government agencies, such as unemployment offices, during the COVID-19 pandemic have highlighted the urgent need for modernization of many key government agencies that currently rely on outdated COBOL computer code. Private sector industries are also in need of significant modernization, with the financial industry noted as being heavily reliant on COBOL.

Key items noted in the presentation include:

- Contracted backlog of $43.1 million as of April 30, 2021; Q1 2021 revenue growth of 66%; Adjusted EBITDA of $340,000
- Recent Board of Directors additions by IAI are expected to significantly enhance the company's acquisition strategy
- IAI's recent acquisition of Tellenger is expected to be accretive while adding important cybersecurity and cloud solutions capabilities to the company's product suite
- There are approximately 220 billion lines of COBOL code currently in use, according to a Reuters report
- The cost to modernize each line of COBOL code ranges from $5 to $10 per line
- 43% of banking systems in the US currently operate on COBOL
- A number of critical government agencies, such as the Department of Homeland Security and the Social Security Administration, still need to adopt and implement full modernization plans

IAI CEO Stan Reese noted, "We have an aggressive growth plan which is already well underway. We are leveraging our deep experience in modernizing enterprise IT systems by adding cloud solutions and cybersecurity tools to our product suite. We recently completed the acquisition of Tellenger, which added to our customer base along with high-level security clearances and key solutions capabilities. The modernization opportunity is truly massive and provides substantial opportunity for us to grow our business. We continue to add key software partners, with McAfee and Nutanix the most-recently added. In addition, we intend to continue adding strategic acquisitions in support of our growth plans and look forward to reporting on our success."

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[1] http://fingfx.thomsonreuters.com/gfx/rngs/USA-BANKS-COBOL/010040KH18J/index.html

[2] Highlights of GAO-21-524T, a testimony before the Subcommittee on Emerging Threats and Spending Oversight, Committee on Homeland Security and Governmental Affairs, U.S. Senate, June 2019

About Information Analysis Incorporated
Information Analysis Incorporated (www.infoa.com), headquartered in Fairfax, Virginia, is an information technology product and services company. The Company is a software conversion specialist, modernizing legacy systems and securely extending their reach to the cloud and more modern platforms.

Additional information for investors
This release may contain forward-looking statements regarding the Company's business, customer prospects, or other factors that may affect future earnings or financial results. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in the Company's 10-K for the fiscal year ended December 31, 2020 and in other filings with the Securities and Exchange Commission.

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Vice President
The Equity Group
(212) 836-9626

Matt Sands, CFO
msands@infoa.com
(703) 293-7925

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Information Analysis Incorporated

Innovation & Experience You Can Trust

Providing Enterprises With Digital Modernization, Cloud Capabilities and Dynamic Cybersecurity

Investor Presentation
June 2021

Forward-Looking Statement

This presentation may contain forward-looking statements regarding the Company's business, customer prospects, or other factors that may affect future earnings or financial results. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in the Company's 10-K for the fiscal year ended December 31, 2020 and in other filings with the Securities and Exchange Commission.

* Use of Non-GAAP Financial Measures

In assessing the performance of our business, management utilizes a variety of financial and performance measures. The key measure is Adjusted EBITDA. Adjusted EBITDA is a non-GAAP financial measure, defined as net income (loss) plus depreciation and amortization expense, interest expense, and income taxes, further adjusted to eliminate the impact of, when applicable, other non-cash items or expenses that are unusual or non-recurring or that we believe do not reflect our core operating results. We believe that Adjusted EBITDA is meaningful to our investors to enhance their understanding of our financial performance for the current period and our ability to generate cash flows from operations that are available for taxes, capital expenditures and debt service. We understand that Adjusted EBITDA is frequently used by securities analysts, investors and other interested parties as a measure of financial performance and to compare our performance with the performance of other companies that report Adjusted EBITDA. Our calculation of Adjusted EBITDA, however, may not be comparable to similarly titled measures reported by other companies. When assessing our operating performance, investors and others should not consider this data in isolation or as a substitute for net income (loss) calculated in accordance with GAAP. Further, the results presented by Adjusted EBITDA cannot be achieved without incurring the costs that the measure excludes.

Throughout the presentation Information Analysis Incorporated may be referred to as "IAI."

IAIC – A Brief Overview

- Information Analysis Incorporated (IAI) has a 40-year history delivering IT-related professional services to enterprises, including over 25 key government agencies as well as commercial customers
- IAI has demonstrated a core competency in modernizing legacy computer systems that operate on outdated languages such as COBOL, with over 100 million lines of code updated to date
- IAI intends to leverage this experience by expanding its solutions set and customer base, as exemplified through its recent acquisition of Tellenger, Inc. which added significant capabilities in cloud solutions and cybersecurity
- Recent additions to senior management and the Board of Directors: **Implementing an aggressive organic growth plan and a robust acquisition strategy**

IAIC is attacking a modernization market opportunity of **$1 Trillion** at an assumed cost of $5 per line of code

Share Information	
Share Price	$2.50
Shares Outstanding	12,045,690
Market Cap	$30 Million
Total Revenues (LTM)	$15.3 Million
Net Income (LTM)	$0.8 Million
EPS (LTM)	$0.07
Balance Sheet	
Total Cash	$3.0 Million
Current Ratio	2.1:1
Long Term Debt	$0.3 Million

- *All daily trading information/shares as of May 28, 2021*
- *All other financial information as of March 31, 2021*

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Our Vision

Our **core modernization business** has a massive market opportunity which we will further leverage by **expanding our IT solutions** coupled with **strategic acquisitions**. We expect this strategy to drive significant growth in our sales, profits and cash flow.

Our 2025 Goal

Revenues	$100 million
Gross Margin	40%
Adjusted EBITDA	$10 million

Strategic Acquisitions

Core Modernization Business

Continue to Expand Product Offering

Experts estimate there are approximately **220 billion** lines of COBOL code that are in need of upgrade to more modern programming languages[1]. This creates a modernization market opportunity of **$1 Trillion** at an assumed cost of $5 per line of code.

1 Source: http://ringfx.thomsonreuters.com/gfx/rngs/USA-BANKS-COBOL/010040KH18I/index.html

Recent Developments and Highlights

- Management and board members with a mandate to grow the company
  - Stan Reese promoted to CEO
  - Matt Sands promoted to CFO
  - Mark Krial named Chairman of the Board
  - Jack Johnson added to the board, bringing a deep network and acquisition expertise
  - Donald Tringali added to the board, bringing further acquisition expertise
- Recent financial results demonstrate significant growth
  - LTM Revenues of $15.3 million, up 38.1% versus the prior 12-month period
  - LTM Adjusted EBITDA of $895,000, compared with an Adjusted EBITDA loss in the prior 12-month period
  - Contracted backlog of $43.1 million as of April 30, 2021
- Completed acquisition of Tellenger in April 2021
  - Adds a number of new customer relationships with excellent cross-selling opportunities
  - Extends IAI's solution suite, particularly in cybersecurity and cloud solutions
  - Expected to be immediately accretive

Management

Stan Reese

President and CEO

Stan has over 35 years of information technology experience managing and marketing large-scale mainframe and PC-based business applications in the areas of personnel, finance/accounting and logistics. Specific responsibilities have included strategic planning; information technology assessment and planning; CASE implementation; software engineering; methodology development; and project planning, budgeting and management.

Sourced and successfully closed the acquisition of Tellenger, Inc. The deal is expected to be accretive and adds significant customers and capabilities

Matt Sands

Chief Financial Officer

Matt joined the Company in April 2002 as its controller and served as the acting Principal Financial Officer of the Company from April 20, 2020 through his appointment as CFO in February 2021. Prior to joining the Company, he was director of finance at an international internet telephony development company. Mr. Sands also has experience in the banking industry and in investment company accounting.

Sourced and successfully closed the acquisition of Tellenger, Inc. The deal is expected to be accretive and adds significant customers and capabilities

Mark Krial

Chairman

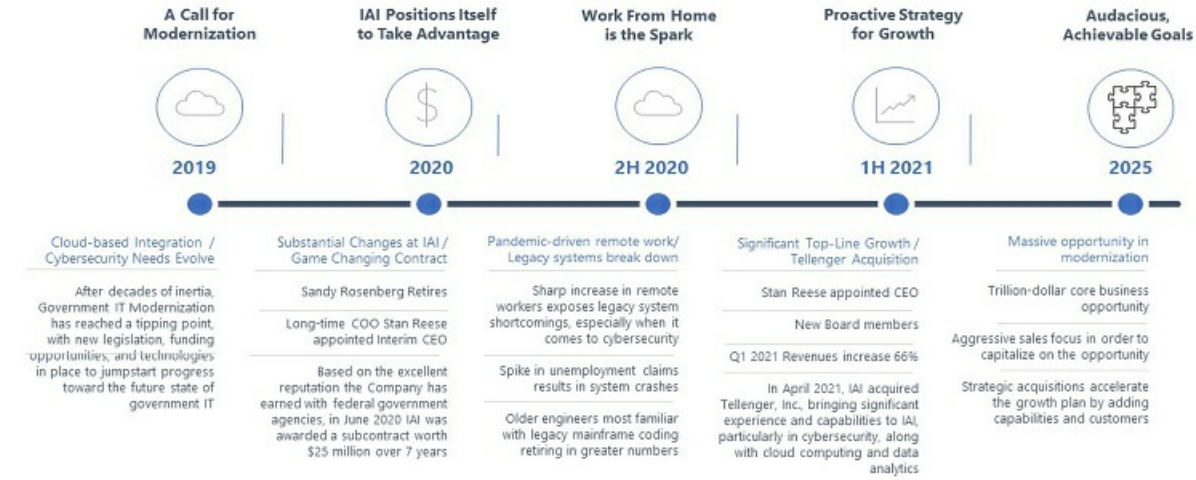
Mark offers over 25 years of comprehensive achievements within IT-based and computer-based disciplines. He is currently serving as president of Marathon TS, Inc., an IT and professional services firm which serves the federal government and commercial markets. He has served in this capacity since 2009. Prior to that, he served as president of Cornell Technical Services, a $70 million dollar information technology firm, for 15 years.

Jack Johnson

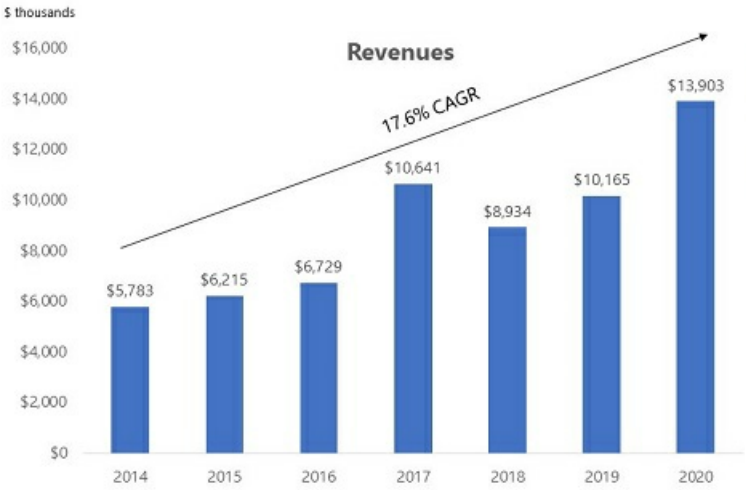
Director, Acquisitions

Jack is the CEO and Managing Partner for Jack Johnson and Associates, a strategic consulting firm located in McLean, VA. His career experience includes an appointment as the first Chief Security Officer (CSO) for the Department of Homeland Security (DHS) where he directed all security related activities for the 22 agencies and over 200,000 employees that now comprise DHS, and served as the first DHS representative to the National Security Council. Additional experience includes Executive roles at Big Four consulting firms Pricewaterhouse Coopers and Guidehouse.

2021 is The Inflection Point



Aggressive Focus on Growth



As of April 30, 2021, we estimated our backlog at approximately $43.1 million to be earned over the next three years under existing contract relationships, of which $6.0 million was funded

Key customers include:

- US Small Business Administration (SBA)
- Department of Defense
- Department of Homeland Security
- Magellan Health

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Expanded Capabilities to Address Critical Customer Needs

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Core Modernization Services

SBA U.S. Small Business Administration

- SBA is the largest application database modernization undertaking to date by US government
- In totality, modernization is a Trillion-dollar market opportunity
- Pandemic exposes urgent need to modernize antiquated systems

Tellenger

Cybersecurity and Cloud Solutions

SAMHSA USDA

- Cloud-optimized solutions enables us to migrate customers directly from legacy mainframe systems to the cloud
- Variety of high-profile cyberattacks highlight the importance of security

A Full-Service Suite of IT Services

Modernization	Cloud Solutions	Cybersecurity
Platform Migration/Optimization	Cloud Consulting	Threat Detection
Application Assessment/Risk Analysis	Adoption Roadmaps	Asset Management
Database Conversion/Migration	Application Migration	Vulnerability Analysis
Language Conversion/Consolidation	Custom Software Development	Remote User Protection
Web Access/Transition to SOA Web Services	Mobile Applications	Future Threats
	Data Analytics	

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Tellenger

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Top Tier Customers and Key Partners

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Multiple Growth Channels

Huge market opportunity in our core business

- Public and private sector enterprises are in urgent need of modernization
- COVID-19 pandemic highlights legacy system shortcomings, from scalability issues to cybersecurity

Added capabilities will enable us to command greater wallet share

- Desire to migrate systems directly to the cloud from old mainframe environments
- Creates an opportunity to deliver additional services around the cloud

Strategic acquisitions add to our client base and solution suite

- We have the team in place to continue executing on targeted acquisitions that will accelerate our growth
- Recent, accretive acquisition of Tellenger added key customers and capabilities

Federal Agencies Have Urgent Modernization Needs

Agency	**Included milestones** to complete the modernization	**Described work** necessary to modernize system	**Summarized planned** disposition of legacy system
Department of Defense	Yes	Yes	Yes
Department of Education	Did not have a documented modernization plan		
Department of Health and Human Services	Did not have a documented modernization plan		
Department of Homeland Security	No	Yes	No
Department of the Interior	Yes	Yes	Yes
Department of the Treasury	Partial	Yes	No
Department of Transportation	Did not have a documented modernization plan		
Office of Personnel Management	Partial	Partial	No
Small Business Administration	Yes	No	Yes
Social Security Administration	Partial	Partial	No

Problem

Many agencies continue to operate legacy mainframe-based IT systems running COBOL, a 50-year-old computer language which does not support today's computing needs, especially for mobility and secure remote access

Opportunity

In addition to its current contracts with the SBA and DHS, **IAI has performed under contract with all agencies noted in the table**, enabling IAI to be in a very competitive position to win modernization contracts as they are awarded

Source: Highlights of GAO-21-524T, a testimony before the Subcommittee on Emerging Threats and Spending Oversight, Committee on Homeland Security and Governmental Affairs, U.S. Senate, June 2019

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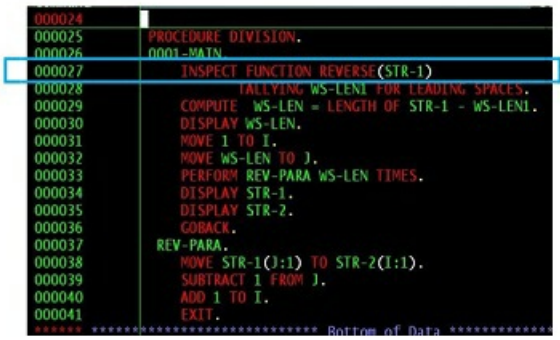
Massive Private Sector Market Opportunity

According to a 2017 Reuters report, the US financial system was overly reliant on COBOL and likely to face a variety of issues as a result.[1]



```
000024
000025     PROCEDURE DIVISION.
000026     0001-MAIN.
000027         INSPECT FUNCTION REVERSE(STR-1)
000028                 TALLYING WS-LEN1 FOR LEADING SPACES.
000029         COMPUTE  WS-LEN = LENGTH OF STR-1 - WS-LEN1.
000030         DISPLAY WS-LEN.
000031         MOVE 1 TO I.
000032         MOVE WS-LEN TO J.
000033         PERFORM REV-PARA WS-LEN TIMES.
000034         DISPLAY STR-1.
000035         DISPLAY STR-2.
000036         GOBACK.
000037       REV-PARA.
000038         MOVE STR-1(J:1) TO STR-2(I:1).
000039         SUBTRACT 1 FROM J.
000040         ADD 1 TO I.
000041         EXIT.
****** ********************** Bottom of Data ************
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Each line of COBOL code costs $5 to $10 to update. The cost for other, outdated languages such as FORTRAN is even higher. This equates to a **Trillion-dollar market opportunity**

Key Findings

- 43% of banking systems are built on COBOL
- 80% of in-person transactions use COBOL
- 95% of ATM swipes rely on COBOL
- Overall, there are approximately 220 Billion lines of COBOL code in use

1 Source: http://findit.thomsonreuters.com/qfx/rngs/USA-BANKS-COBOL/010040KH1BJ/index.html

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Cybersecurity Needs Are Constantly Evolving

Cybersecurity: **Mission Critical**

Foundational Elements

Major 2021 Security Breaches to Date[1]	
Colonial Pipeline	Solar Winds
Ubiquiti	SITA
Parler	MultiCare
Facebook/Instagram	Hobby Lobby
Mimecast	LinkedIn
Pixlr	ClubHouse
Meetmindful	ParkMobile
Bonobos	GEICO
VIPGames	Reverb
U.S. Cellular	Experian
Kroger	California DMV
T-Mobile	California State Treasurer's Office
Microsoft Exchange	Cancer Treatment Centers of America

Government agencies and leading businesses experience persistent attempted intrusion/hacking events - creating a need for ever-present, ever-evolving cybersecurity tools and solutions

[1] https://www.identityforce.com/blog/2021-data-breaches

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Acquisition Strategy

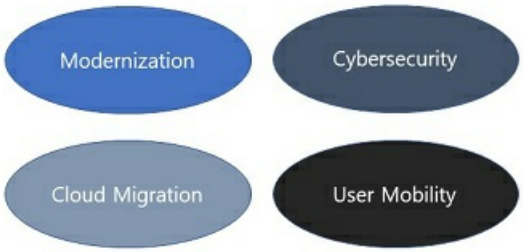
Current Competitive Market for Enterprise IT Consulting

- Highly fragmented
- Over 1,000 information technology firms providing services to enterprises
- Significant opportunity to make acquisitions where IAI can leverage its experience and expertise to improve operations

Acquisition Strategies

Management team and Board of Directors with extensive M&A experience

Immediate Synergy Areas



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Aggressive Sales Plan Supported By Key Partners

Aggressively Pursuing a Massive Opportunity

- Central to our growth strategy is an **aggressive sales culture**
- We **recently added reseller agreements** with top software vendors McAfee and Nutanix and intend to continue joining with additional value-added partners
- Our acquisition of Tellenger adds important certifications and clearances that allow us to **compete even more effectively for additional contracts**
- The COVID-19 pandemic provided the external system shock that highlighted the **urgent need for modernization efforts to accelerate**

Key Reseller Partners

MICRO FOCUS
McAfee
Adobe
elastic
NUTANIX
salesforce
Microsoft Azure

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Easing Our Customers' Pain Points

Rigid mainframe systems reduce enterprise efficiency and are increasingly difficult to maintain

- 220 billion lines of COBOL code need to be modernized
- The pool of skilled COBOL programmers continues to shrink as aging engineers retire
- IAI has a proven track record, having modernized over 100 million lines of COBOL code for over 35 Commercial and government clients

Cloud-based solutions are being demanded as enterprises seek scalability and mobility

- IAI/Tellenger's expertise with cloud platforms such as Azure, Amazon and Google, provide a smooth transition from mainframe to cloud platforms
- Industry moving to the cloud for insight, collaboration, better engagement, and speed
- cloud benefits are measurable and pay for themselves

Cybersecurity needs are vital as recent, high-profile hacking events demonstrate

- IAI/Tellenger's expertise in the Cybersecurity space for threat protection, asset management, and policy, ensures protection from outside threats that could paralyze companies and government agencies
- Cybersecurity services are very sticky due to the constantly-evolving nature of hacking/intrusion threats

Investment Conclusion:
Dynamic IT Modernization Growth Story

Massive Market Opportunity

Modernization of legacy IT systems is a trillion-dollar opportunity and a market in which we have demonstrated success

Aggressive, focused growth plan led by an experienced management team and seasoned board

Execution on the Top and Bottom Line

Q1 2021 revenue growth of 66%; Adjusted EBITDA of $340,000

Immediately accretive Tellenger acquisition adds/extends our cloud, data analytics, and cybersecurity capabilities

Recent Acquisition and Robust M&A Pipeline

Extensive acquisition runway, typified by the recent acquisition of Tellenger which adds key customer relationships and high-level clearances

Intended up-listing (NASDAQ) is expected to drive further interest in IAIC shares

Providing Enterprises With Digital Modernization, Cloud Capabilities and Dynamic Cybersecurity