

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): August 11, 2022

WaveDancer, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41092
(Commission
File Number)

54-1167364
(IRS Employer
Identification No.)

12015 Lee Jackson Memorial Highway Ste 210
Fairfax, VA 22033

(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
Common Stock	WAVD	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 (§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.

Section 3 Securities and Trading Markets

Item 3.02 Unregistered Sale of Equity Securities

From August 11 through August 12, 2022, the Company sold 1,562,506 shares of common stock at a price of \$1.20 per share in a private placement offering from which it raised aggregate gross proceeds of \$1,875,000. The Company relied upon Rule 506(b) of Regulation D in issuing these shares. No placement fees or commissions were paid in connection with the offering.

On August 16, 2022, the Company issued a press release announcing the completion of the private placement offering.

Item 9.01 Financial Statement and Exhibits

- (d) See the Exhibit Index below, which is incorporated by reference herein.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated August 16, 2022 announcing private placement
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 16, 2022

By: /s/ Timothy G. Hannon
Timothy G. Hannon
Chief Financial Officer



WaveDancer Announces \$1.875 million Equity Financing

Proceeds to Provide Working Capital for Mid-Term Growth Efforts

FAIRFAX, VA, August 16, 2022 – WaveDancer (NASDAQ: WAVD) announced today that it sold approximately 1,562,500 shares of its common stock at a price of \$1.20 per share, in a private investment in public equity (PIPE) financing.

The Company estimates net proceeds from the PIPE will be approximately \$1.875 million, after deducting attorney’s fees and other expenses. No commissions were paid in connection with this financing, which was led by the Company’s Chairman and CEO, Mr. Jamie Benoit, with participation from existing investors, Company executives, and members of the WaveDancer Board of Directors.

“We originally planned to raise this capital as part of our intended acquisition of Knowmadics but given the substantial change in market conditions since 2021, closing on the negotiated terms was impossible. Raising funds through this PIPE saves us time and money and allows us to act quickly. We’re thrilled with the response we received from members of the management team and our Board of Directors, underscoring the collective belief we have in the potential of WaveDancer. This capital will assist us with mid-term growth opportunities to achieve profitability, particularly within our professional services division,” stated WaveDancer CEO, Jamie Benoit.

“We are likewise in the process of evaluating acquisition opportunities that will be immediately accretive,” Mr. Benoit added. “We understand that in today’s environment, profitability must accompany growth and we are refocusing our strategic efforts to meet the market’s expectations. I continue to be extremely excited about our future and our ability to be very disruptive in the blockchain and zero trust markets.”

About WaveDancer

WaveDancer (www.wavedancer.com), headquartered in Fairfax, Virginia, is a provider of zero trust software solutions, specializing in secure blockchain supply chain management (SCM), asset tracking, and security. Initially developed to secure a complex international supply chain for a global U.S. Government (USG) national security organization, the technology has matured to address multiple operational capabilities. Customers are using the WaveDancer platform to gain unprecedented levels of accountability, auditability, and predictability from their data, while giving insights to their partners and suppliers through a controlled, distributed ledger that is immutable and can be trusted by all parties. The sophisticated blockchain technology is now available to the entirety of the USG through GovCloud.

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, 2021 and in other filings with the Securities and Exchange Commission.

For additional information contact:

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