



**Item 1.01          Entry into a Material Definitive Agreement**

On January 2, 2019, Precipio, Inc., a Delaware corporation (“we” or the “Company”) entered into a settlement agreement (the “Settlement Agreement”) with a third party service provider (the “Service Provider”) pursuant to which we agreed to pay the Service Provider an aggregate amount of Five Hundred and Fifty Thousand Dollars (\$550,000) (the “Settlement Amount”) pursuant to an agreed upon payment schedule in consideration for the cancellation of an outstanding debt owed by the Company to the Service Provider in the aggregate amount of \$1,470,000 (the “Owed Amount”). Upon payment in full of the Settlement Amount, the Service Provider has agreed to waive the difference between the Settlement Amount and the Owed Amount.

The Settlement Agreement contains customary representations and warranties. The foregoing description of the Settlement Agreement is qualified in its entirety by reference to the full text of such agreement, a copy of which is attached hereto as Exhibit 10.1, and which is incorporated herein in its entirety by reference. The representations, warranties and covenants contained in the Settlement Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

**Item 9.01          Financial Statements and Exhibits.**

(d)          Exhibits.

[10.1          Form of Settlement Agreement](#)

---

**SIGNATURE**

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.

**PRECIPIO, INC.**

Date: January 7, 2019

/s/ Ilan Danieli

By: Ilan Danieli

Title: Chief Executive Officer

---