
**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

December 2, 2025
Date of Report (date of earliest event reported)

STRATA CRITICAL MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39046
(Commission File Number)

84-1890381
(I.R.S. Employer Identification Number)

31 Hudson Yards, 14th Floor
New York, NY 10001
(Address of principal executive offices and zip code)

(585) 301-1762
(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:

- ☐ 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	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SRTA	The Nasdaq Stock Market
Warrants, each exercisable for one share of Common Stock at a price of \$11.50	SRTAW	The Nasdaq Stock Market

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 2, 2025, the board of directors (the “Board”) of Strata Critical Medical, Inc. (the “Company”) expanded the size of the Board from eight directors to nine directors and appointed William L. Cook, III to serve as a Class I director, effective immediately, with a term expiring at the Company’s 2027 annual meeting of stockholders. The Board determined Mr. Cook to be deemed independent under the applicable rules and regulations of the Nasdaq Capital Market and the Corporate Governance Guidelines of the Company. In addition, the Board appointed Mr. Cook to serve on the Compensation Committee and the Nominating and Corporate Governance Committee of the Board, in each case effective upon his appointment to the Board.

There are no arrangements or understandings between Mr. Cook and any other person pursuant to which he was selected to serve as a member of the Board and there are no transactions in which Mr. Cook has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

Mr. Cook was granted 33,157 restricted stock units that will become fully vested on the date of the Company’s 2027 annual meeting of stockholders as an initial grant and will otherwise be compensated in accordance with the Company’s previously disclosed compensation policies and practices for its non-employee directors (pro-rated based on start date). The Company also intends to enter into its standard form of indemnification agreement with Mr. Cook. No family relationships exist between Mr. Cook and any of the Company’s other directors or executive officers.

Item 7.01 Regulation FD Disclosure.

On December 3, 2025, the Company issued a press release announcing the appointment of Mr. Cook to the Board. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01, including the corresponding 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 under that section and shall not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
<u>99.1</u>	<u>Press Release, dated December 3, 2025</u>
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.

STRATA CRITICAL MEDICAL, INC.

Dated: December 3, 2025

By: /s/ William A. Heyburn
Name: William A. Heyburn
Title: Co-Chief Executive Officer and Chief Financial Officer

Strata Critical Medical, Inc. Appoints Will Cook to Board of Directors

New York, New York December 3, 2025 -- The Board of Directors (the “Board”) of Strata Critical Medical, Inc. (“Strata” or the “Company”), a leading provider of logistics and medical services in the organ transplant industry, today announced the appointment of Will Cook to the Board, effective December 2, 2025. Mr. Cook has also been appointed to the Compensation and Nominating and Corporate Governance Committees.

Mr. Cook is the President and Chief Executive Officer of Vail Health, a nonprofit community health care system headquartered in Vail, Colorado.

“We are very excited to welcome Will Cook to our board of directors,” said Melissa Tomkiel, Strata’s Co-Chief Executive Officer. “Will’s extensive experience in health care will be invaluable to us as we scale our end-to-end organ recovery and logistics platform throughout the country.”

“Will’s deep relationships within, and knowledge of the healthcare industry will be an incredible resource to us as we pursue our mission to increase the number of organs for transplant and explore other avenues to more broadly service the medical sector,” said Will Heyburn, Strata’s Co-Chief Executive Officer.

Prior to Vail Health, Mr. Cook served as President and CEO of University of Colorado Hospital, where he led major facility development projects including two hospitals in northern and southern Denver. Before that, he held senior leadership positions at the University of Pittsburgh Medical Center (UPMC) including Vice President of Transplant and Ambulatory Care at UPMC Presbyterian Shadyside Hospital. He held a variety of roles at Johns Hopkins Health System in Baltimore.

“It’s my honor to serve on the Board of Directors of Strata as we execute against our multi-pronged growth strategy while continuing to facilitate the life-saving work of our customers every day,” said Mr. Cook.

Mr. Cook received a master’s degree in health administration from Washington University School of Medicine and a Bachelor of Arts degree in Business Administration from Texas A&M University.

About Strata Critical Medical, Inc.

Strata Critical Medical, Inc. (Nasdaq: SRTA) provides time critical logistics solutions and specialized medical services to healthcare providers across the United States, strategically expanding its portfolio of services through acquisition and organic growth. Strata operates one of the nation’s largest air transport and surgical services networks for transplant hospitals and organ procurement organizations, offering an integrated “one call” solution for donor organ recovery. Strata’s core services include air and ground logistics, surgical organ recovery, organ placement and normothermic regional perfusion for the transplant industry, as well as perfusion staffing and equipment solutions for cardiovascular surgery centers, offered under the Trinity Medical Solutions and Keystone Perfusion brands.

For more information, visit www.stratacritical.com.

Strata - Press Contact

For Investor Relations: Mat Schneider mat@srta.com
