

**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 13, 2024

**Seer, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-39747

(Commission  
File Number)

82-1153150  
(I.R.S. Employer  
Identification No.)

3800 Bridge Parkway, Suite 102

Redwood City, California 94065

(Address of principal executive offices, including zip code)

650-453-0000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last reports)

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
Class A Common Stock, par value \$0.00001 per share	SEER	The NASDAQ Stock Market LLC (The NASDAQ Global Select 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 August 13, 2024, the board of directors (the “Board”) of Seer, Inc. (the “Company”) appointed Nicolas Henry Roelofs, Ph.D. to the Board with a term expiring at the Company’s 2025 annual meeting of the stockholders. The Company also announced that Dr. Roelofs would replace David Hallal as the Company’s Lead Independent Director and would serve on the Company’s Corporate Governance and Nominating Committee and Science and Technology Committee.

In accordance with the Company’s outside director compensation policy (the “Policy”), Dr. Roelofs will receive annual cash compensation in accordance with the Policy for his service as Lead Independent Director and on those committees of the Board on which he serves. In addition, in accordance with the Policy, on August 13, 2024, Dr. Roelofs was automatically granted an initial award of a stock option to purchase 69,470 shares of the Company’s common stock and an initial award of 46,886 restricted stock units (collectively, the “Initial Award”). The Initial Award is scheduled to vest in three equal annual installments following Dr. Roelofs’ start date, on the same day of the month as the start date, subject to continued services to us through the applicable vesting dates. The Initial Award to Dr. Roelofs was granted under and subject to terms of the Company’s 2020 Equity Incentive Plan.

The Policy provides that each equity award granted to a non-employee director while a non-employee director will vest in full as of immediately prior to a change in control, provided they continue to be a non-employee director through the date of such change in control.

Dr. Roelofs also executed the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-250035) filed with the Securities and Exchange Commission on November 12, 2020.

There is no arrangement or understanding between Dr. Roelofs and any other persons pursuant to which Dr. Roelofs was elected as a director. In addition, Dr. Roelofs is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On August 14, 2024, the Company issued a press release announcing the appointment of Dr. Roelofs as a director. The press release is attached hereto as Exhibit 99.1.

**Item 9.01 Other Information.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release dated August 14, 2024.
104	Cover Page from this Current Report on Form 8-K, formatted in Inline XBRL.

**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.

**SEER, INC.**

Date: August 16, 2024

By: /s/ David Horn

David Horn

President and Chief Financial Officer

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## Seer Appoints Nicolas Roelofs to its Board of Directors

**REDWOOD CITY, Calif.** Aug. 14, 2024 – Seer, Inc. (Nasdaq: SEER), a leading life sciences company commercializing a disruptive new platform for proteomics, today announced it has appointed Dr. Nicolas Roelofs to serve on its Board of Directors.

“Nick is a fantastic addition to our board, bringing over 35 years of broad operational and advisory experience with leading healthcare, life science tools, and diagnostics companies,” said Omid Farokhzad, Chair and CEO of Seer. “His extensive experience and insights will be valuable as we advance our mission of opening up a new gateway to the proteome.”

“I’m excited to work with the Seer team and leverage my experience in the life science tools industry to drive their next phase of growth,” said Dr. Roelofs. “Seer uniquely enables deep, unbiased proteomic analysis at a scale, speed, and robustness previously not possible, and I believe they are at the leading edge of the expanding proteomics market. I look forward to sharing my insights and experience to help accelerate the adoption of the Proteograph Product Suite and transform our understanding of the proteome.”

Dr. Roelofs previously served as the President of the Life Sciences Group at Agilent Technologies, Group Operations Officer for the Life Sciences Division of Bio-Rad Inc., and Chief Operating Officer at Stratagene Inc. He has previously served on the boards of several public and private companies including Olink Holding AB. Dr. Roelofs currently serves as chairman of Sengenics Corporation LLC, a board member of Velsera, LGC Group, and an advisory board member of 908 Devices Inc.

Dr. Roelofs holds a doctorate in organic chemistry from University of Nevada, Reno, a master’s degree in organic chemistry from Iowa State University, and a bachelor’s degree in chemistry, biology, and German from Simpson College.



## **About Seer**

Seer is a life sciences company developing transformative products that open a new gateway to the proteome. Seer's Proteograph Product Suite is an integrated solution that includes proprietary engineered nanoparticles, consumables, automation instrumentation and software to perform deep, unbiased proteomic analysis at scale in a matter of hours. Seer designed the Proteograph workflow to be efficient and easy to use, leveraging widely adopted laboratory instrumentation to provide a decentralized solution that can be incorporated by nearly any lab. Seer's Proteograph Product Suite is for research use only and is not intended for diagnostic procedures. For more information, please visit [www.seer.bio](http://www.seer.bio).

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