

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Farokhzad Omid</u> (Last) (First) (Middle) C/O SEER, INC. 3800 BRIDGE PARKWAY, SUITE 102 (Street) REDWOOD CA 94065 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Seer, Inc. [SEER]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Chair of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/03/2020		A		22,320 ⁽¹⁾	A	\$0	610,856	D	
Class A Common Stock	01/21/2021		C		32,700	A	⁽²⁾	285,615	I	See footnote ⁽³⁾
Class A Common Stock	02/01/2021		C		359,501	A	⁽²⁾	645,116	I	See footnote ⁽³⁾
Class A Common Stock	02/01/2021		C		416,409	A	⁽²⁾	416,409	I	See footnote ⁽⁴⁾
Class A Common Stock	02/01/2021		S		313,369	D	\$64.15	297,487	D	
Class A Common Stock	02/01/2021		S		359,501	D	\$64.15	285,615	I	See footnote ⁽³⁾
Class A Common Stock	02/01/2021		S		416,409	D	\$64.15	0	I	See footnote ⁽⁴⁾
Class A Common Stock	02/01/2021		A		87,000 ⁽⁵⁾	A	\$0	384,487	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	⁽²⁾	01/21/2021		C			32,700	⁽²⁾	⁽²⁾	Class A Common Stock	32,700	\$0	1,882,109	I	See footnote ⁽³⁾
Class B Common Stock	⁽²⁾	02/01/2021		C			359,501	⁽²⁾	⁽²⁾	Class A Common Stock	359,501	\$0	1,522,608	I	See footnote ⁽³⁾
Class B Common Stock	⁽²⁾	02/01/2021		C			416,409	⁽²⁾	⁽²⁾	Class A Common Stock	416,409	\$0	2,387,328	I	See footnote ⁽⁴⁾
Employee Stock Option (right to buy)	\$19	12/03/2020		A			584,265	⁽⁶⁾	12/03/2030	Class A Common Stock	584,265	\$0	584,265	D	
Employee Stock Option (right to buy)	\$60.15	02/01/2021		A			87,000	⁽⁷⁾	02/01/2031	Class A Common Stock	87,000	\$0	87,000	D	

Explanation of Responses:

- The reported shares are represented by restricted stock units, or RSUs, which vest in two equal annual installments beginning on January 1, 2022.
- Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis at the reporting person's election and has no expiration date.
- The reported shares are held of record by Dynamics Group LLC for which the reporting person serves as the sole member.
- The reported shares are held of record by SAF-BND Trust for which the reporting person's spouse serves as trustee. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The reported shares are represented by RSUs, which vest in four equal annual installments beginning on February 1, 2022.
- One-fourth of the shares vest on December 3, 2021 and the remaining shares vest in 36 equal monthly installments thereafter.
- One-fourth of the shares vest on February 1, 2022 and the remaining shares vest in 36 equal monthly installments thereafter.

Remarks:

/s/ Elona Kogan, by power of attorney.

02/03/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.