

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Horn David R.</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.</u> [ SEER ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$2.7	10/04/2024		D			566,460	(1)	04/01/2030	Class A Common Stock	566,460	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A			566,460	(1)	04/01/2030	Class A Common Stock	566,460	(2)(3)	566,460	D	
Employee Stock Option (right to buy)	\$3.47	10/04/2024		D			140,662	(1)	07/28/2030	Class A Common Stock	140,662	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A			140,662	(1)	07/28/2030	Class A Common Stock	140,662	(2)(3)	140,662	D	
Employee Stock Option (right to buy)	\$2.7	10/04/2024		D			87	(1)	08/21/2030	Class A Common Stock	87	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A			87	(1)	08/21/2030	Class A Common Stock	87	(2)(3)	87	D	
Employee Stock Option (right to buy)	\$3.47	10/04/2024		D			20	(1)	08/21/2030	Class A Common Stock	20	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A			20	(1)	08/21/2030	Class A Common Stock	20	(2)(3)	20	D	
Employee Stock Option (right to buy)	\$19	10/04/2024		D			135,100	(4)	12/02/2030	Class A Common Stock	135,100	(2)(3)	0	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$2	10/04/2024		A		135,100		(4)	12/02/2030	Class A Common Stock	135,100	(2)(3)	135,100	D	
Employee Stock Option (right to buy)	\$60.15	10/04/2024		D			34,125	(5)	01/31/2031	Class A Common Stock	34,125	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A		34,125		(5)	01/31/2031	Class A Common Stock	34,125	(2)(3)	34,125	D	
Employee Stock Option (right to buy)	\$16.61	10/04/2024		D			124,000	(6)	02/08/2032	Class A Common Stock	124,000	(2)(3)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A		124,000		(6)	02/08/2032	Class A Common Stock	124,000	(2)(3)	124,000	D	
Employee Stock Option (right to buy)	\$4.59	10/04/2024		D			140,000	(7)	02/15/2030	Class A Common Stock	140,000	(2)(8)	0	D	
Employee Stock Option (right to buy)	\$2	10/04/2024		A		140,000		(8)	02/15/2030	Class A Common Stock	140,000	(2)(8)	140,000	D	

**Explanation of Responses:**

- The shares underlying the option are fully vested are immediately exercisable.
- The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") effective on October 4, 2024 (the "Effective Date"). The Option Repricing applies to nonstatutory options with exercise prices greater than \$2.00 per share held by all continuing employees of the Issuer as of the Effective Date.
- Pursuant to the Option Repricing, the exercise price of the repriced options, including the reported option, has been amended to reduce the exercise price to \$2.00 per share, the closing price of the Issuer's Class A common stock on the Effective Date. However, if an employee exercises a repriced option before the end of a "Retention Period" that begins on the Effective Date of the Option Repricing and ends on the earliest to occur of the following: (i) April 4, 2026; (ii) a Change in Control, as defined in the Issuer's Equity Incentive Plan, as amended (the "2020 Plan"); and (iii) the optionholder's death or Disability (as defined in the 2020 Plan), then the employee will be required to pay a premium exercise price that is equal to the original exercise price per share of such option. There was no change to the vesting schedules, expiration dates or number of shares underlying the repriced options.
- One-fourth of the shares underlying the option vested on December 3, 2021 and the remaining shares vest in 36 equal monthly installments thereafter.
- One-fourth of the shares underlying the option vested on February 1, 2022 and the remaining shares vest in 36 equal monthly installments thereafter.
- One-fourth of the shares underlying the option vested on February 8, 2023 and the remaining shares vest in 36 equal monthly installments thereafter.
- The option is subject to vesting requirements based upon achievement of specified performance-based criteria (the "Original Stock Price Hurdle") which requires that the Issuer achieve a stock price equal to or greater than 150% of the option exercise price during the period beginning on the grant date and ending on February 15, 2030 (the "Original Performance Period"). If the Original Stock Price Hurdle is achieved within the Original Performance Period, then one-fourth of the shares subject to the option vest on the date that achievement of the Original Stock Price Hurdle is certified and the remaining shares vest annually thereafter in three equal installments.
- The option is subject to vesting requirements based upon achievement of specified performance-based criteria (the "Stock Price Hurdle") which requires that the Issuer achieve a stock price equal to or greater than 150% of the option exercise price during the period beginning on the Effective Date and ending on February 15, 2030 (the "Performance Period"). If the Stock Price Hurdle is achieved within the Performance Period, then one-fourth of the shares subject to the option vest on the date that achievement of the Stock Price Hurdle is certified and the remaining shares vest annually thereafter in three equal installments.

/s/ David Horn

10/07/2024

\*\* 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.**