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):

July 28, 2026

Seer, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39747**	**82-1153150**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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 Global Select Market
Preferred Stock Purchase Rights	N/A	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 8.01 Other Events.

On July 30, 2026, Seer, Inc. (the "Company") issued a press release confirming its receipt of two revised, non-binding and unsolicited acquisition proposals to acquire all of the outstanding shares of the Company's Class A common stock. On July 28, 2026, the Company received a further revised acquisition proposal from Bradley L. Radoff and Michael Torok (together with certain of their affiliates, the "Radoff-JEC Group") to acquire all such shares for $2.55 per share in cash plus a contingent value right. On July 29, 2026, the Company received a revised acquisition proposal from Omid Farokhzad, M.D., the Company's Chair and Chief Executive Officer, in his personal capacity as a stockholder of the Company, to acquire all such shares for $2.45 per share in cash plus two separate contingent value rights. Dr. Farokhzad's revised proposal is set forth in a letter to the Special Committee of the Company's Board of Directors dated July 29, 2026 (the "Revised Proposal Letter").

Copies of the Company's press release and the Revised Proposal Letter are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release dated July 30, 2026, titled "Seer Confirms Receipt of Further Revised Unsolicited Acquisition Proposals."
99.2	Revised Proposal Letter from Omid Farokhzad, M.D., dated July 29, 2026.
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: July 31, 2026

By: /s/ David Horn
David Horn
President and Chief Financial Officer

seer

Seer Confirms Receipt of Further Revised Unsolicited Acquisition Proposals From Radoff-JEC Group and From Omid Farokhzad, M.D.

No Stockholder Action Required at This Time

REDWOOD CITY, Calif., July 30, 2026 (GLOBE NEWSWIRE) -- Seer, Inc. (Nasdaq: SEER), the pioneer and trusted partner for deep, unbiased proteomic insights, today confirmed that on July 28, 2026, it received a further revised, unsolicited, non-binding acquisition proposal from Bradley L. Radoff and Michael Torok (together with certain of their affiliates, the "Radoff-JEC Group") to acquire all of the outstanding shares of Seer's Class A common stock for $2.55 per share in cash plus a contingent value right.

On July 29, 2026, Seer received a revised, unsolicited, non-binding acquisition proposal from Omid Farokhzad, M.D., Seer's Chair and Chief Executive Officer, to acquire all of the outstanding shares of Seer's Class A common stock for $2.45 per share in cash plus two separate contingent value rights. The full text of the letter received from Dr. Farokhzad outlining his revised proposal will be included in a Form 8-K filing made by Seer.

The previously constituted Special Committee of Seer's Board of Directors, in consultation with its advisors, will carefully review and consider both proposals, as well as other alternatives available to Seer, and determine the course of action that it believes is in the best interests of Seer and all Seer stockholders.

No stockholder action is required at this time.

About Seer, Inc.

Seer, Inc. (Nasdaq: SEER) sets the standard in deep, unbiased proteomics, delivering insights with a scale, speed, precision and reproducibility previously unattainable. Seer's Proteograph® Product Suite integrates proprietary engineered nanoparticles, streamlined automation instrumentation, optimized consumables and advanced analytical software to overcome the limitations of traditional proteomic methods. Seer's products are for research use only and are not intended for diagnostic procedures. For more information, visit www.seer.bio.

For more information, please email us at pr@seer.bio.

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements are based on Seer's beliefs and assumptions and on information currently available to it on the date of this communication. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause Seer's actual results, performance, or achievements to be materially different from those expressed or implied by the forward-looking statements. These statements include but are not limited to statements regarding the actions of the Special Committee. These and other risks are described more fully in Seer's filings with the SEC and other documents that Seer subsequently files with the SEC from time to time. Except to the extent required by law, Seer undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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(212) 355-4449

Omid Farokhzad, M.D.
Chief Executive Officer
Seer, Inc.
3800 Bridge Parkway
Redwood City, CA 94065

July 29, 2026

CONFIDENTIAL — DELIVERED PERSONALLY

The Special Committee of the Board of Directors
Seer, Inc.
3800 Bridge Parkway
Redwood City, CA 94065
Attention: Members of the Special Committee

Re: Revised Proposal to Take Seer, Inc. Private

Dear Members of the Special Committee:

After careful reflection, I am writing in my personal capacity as a stockholder of Seer, Inc. (the "Company") — and not in my capacity as Chairman of the Board of Directors and Chief Executive Officer — to submit a revised non-binding proposal to acquire all of the outstanding shares of common stock of the Company that I do not already own (the "Revised Proposal"). As the Special Committee is aware, I submitted a prior proposal on July 1, 2026 (the "Prior Proposal"), which the Special Committee determined not to accept. I respect that determination and am submitting this Revised Proposal with updated economic terms for the Special Committee's consideration.

The Revised Proposal consists of $2.45 per share in cash, which is unchanged from my prior proposal, plus two separate Contingent Value Rights ("CVRs"): (i) a tiered Revenue-Linked CVR of up to $0.33 per share tied to defined revenue milestones and (ii) a tiered Sale-Linked CVR of up to $4.91 per share tied to a future sale, license, or strategic disposition of the Company or its core assets following closing. In aggregate, the revised proposal will deliver up to $7.69 per share to shareholders compared to the $5.61 per share of the prior offer. The cash consideration represents a 41% premium to the 30-day volume weighted average trading price of the Company's shares as of June 30, 2026 and, assuming full payment of the CVRs, the aggregate consideration represents a 342% premium.

Importantly, the Revised Proposal extends the expiration dates of both the Revenue-Linked CVR and the Sale-Linked CVR from 2031 to 2033, providing an additional two years for the Company, under private ownership, to achieve maximum revenue and to identify, negotiate, and consummate a value-maximizing sale, license, or strategic disposition of the Company or its core assets. This extended horizon is expressly designed to substantially increase the probability that stockholders receive a Sale-Linked CVR payment, and to meaningfully enhance the likelihood that stockholders receive a payment at or near the highest tier of the Sale-Linked CVR schedule — thereby maximizing their participation in the full strategic value of the Proteograph platform as it matures.

I stand by all of the observations set forth in my letter dated July 1, 2026 regarding why I believe Seer's mission is best executed as a private company, why my proposal creates superior value for our stockholders, and why my proposal remains superior to the alternatives that have been proposed by the Radoff-JEC Group. I also remain personally committed to the structural commitments outlined in that letter, including retaining Seer's scientific and commercial leadership, maintaining Redwood City as our operating headquarters, and accelerating investment in the Proteograph platform and pipeline.

I remain recused from all Board-level deliberations regarding this Revised Proposal, any competing proposal, and any related strategic review, and I will continue to cooperate fully with the Special Committee and its advisors.

<u>Summary of Revised Proposal Terms</u>

The Revised Proposal provides stockholders with certain, near-term cash through an upfront cash payment while also preserving meaningful upside participation through two CVR instruments that, together, cover the two key ways in which value can be realized from this platform — operating performance and strategic monetization. The Revised Proposal is not subject to a financing contingency.

Upfront Cash

At the closing of the transaction, Company shareholders would receive an immediate cash payment of $2.45 per share.

I have deliberately held the upfront cash consideration at the level proposed in my Prior Proposal, notwithstanding the meaningful additional upside now offered through the two CVRs. Preserving the Company's cash balance at closing — rather than deploying incremental cash into a higher upfront payment — is essential to appropriately capitalizing Seer for the next phase of execution and to funding continued investment in the Proteograph platform, commercial expansion, and pipeline development. That capitalization is a direct enabler of the operating milestones underlying the Revenue-Linked CVR and, equally important, positions the Company to reach the strategic scale and inflection points required to command a premium valuation upon ultimate exit.

Two Separate CVRs

(A) Tiered Revenue-Linked CVR[1] — Payable upon achievement of defined revenue milestones in calendar year 2033: $0.08 per share if revenue is between $50 million and $60 million, $0.17 per share if revenue is between $60 million and $70 million, $0.25 per share if revenue is between $70 million and $100 million and $0.33 per share if revenue exceeds $100 million.

(B) Tiered Sale-Linked CVR[2] —Payable following any subsequent sale, divestiture, or strategic transaction involving the Company or its core assets occurring within 7 years of closing, above a defined threshold. Shareholders will receive $0.08 per share if the aggregate amount actually paid to the Company within 7 years of closing (the "Transaction Value") is up to $100 million, $0.17 per share if the Transaction Value is between $100 million and $250 million, $0.50 per share if the Transaction Value is between $250 million and $400 million, $0.83 per share if the Transaction Value is between $400 million and $600 million, $1.33 per share if the Transaction Value is between $600 million and $800 million, $1.83 per share if the Transaction Value is between $800 million and $1.0 billion, $2.33 per share if the Transaction Value is between $1.0 billion and $1.2 billion, $2.91 per share if the Transaction Value is between $1.2 billion and $1.4 billion, $3.41 per share if the Transaction Value is between $1.4 billion and $1.6 billion, $3.91 per share if the Transaction Value is between $1.6 billion and $1.8 billion, $4.41 per share if the Transaction Value is between $1.8 billion and $2.0 billion and $4.91 per share if the Transaction Value exceeds $2.0 billion. The payment to shareholders will be increased by $5 million in the aggregate if the transaction is consummated within 12 months.

The potential value to be paid to stockholders from these CVRs will not be subject to dilution from future equity financings.

The CVRs are intended to be structured as non-tradeable CVRs that would enable the Company to terminate its reporting status as a public company. The payment terms for the CVRs are subject to further review in order to achieve that outcome.

Process, Conflicts, and Next Steps

This Revised Proposal is non-binding and is subject to limited, customary conditions, including (i) negotiation and execution of mutually acceptable definitive agreements, (ii) completion of confirmatory due diligence, (iii) approval of the Revised Proposal by the holders of a majority of the outstanding shares of Seer common stock not owned by me or my affiliates (a "majority-of-the-minority" vote) and (iv) customary regulatory approvals. It is not subject to a financing contingency.

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[1] Payouts tied to per share amounts correspond to $5mm, $10mm, $15mm and $20mm, respectively.

[2] Payouts tied to per share amounts correspond to $5mm, $10mm, $30mm, $50mm, $80mm, $110mm, $140mm, $175mm, $205mm, $235mm, $265mm and $295mm, respectively.

I respectfully request that the Special Committee:

- Continue to treat me as recused from all Board-level deliberations regarding this Revised Proposal, the Radoff-JEC alternative, and any related strategic review;
- Engage with me on this Revised Proposal; and
- Publicly disclose the existence and terms of this Revised Proposal so that our stockholders may consider it.

I remain committed to a process that is rigorous, independent, and fair. I am prepared to engage constructively with the Special Committee and its advisors whenever the Special Committee is ready to do so, and I will support the Special Committee in whatever process it deems appropriate.

I am also prepared to proceed quickly. Because of my existing knowledge of the business, I do not require any incremental time to complete a due diligence investigation of the Company. I am prepared to proceed with the Revised Proposal efficiently and to work with the Special Committee to close the transaction quickly, which I believe will enable the delivery of the greatest value to stockholders in the proposed transaction.

I would respectfully encourage the Special Committee to consider parallel-tracking its engagement with me alongside any other assessment of strategic alternatives the Special Committee may be undertaking. A concurrent process would allow everyone to be in a position to negotiate, execute, and announce a definitive agreement by the end of August 2026, which I believe would be in the best interests of the Company's stockholders.

To further accelerate certainty and cash delivery to stockholders, I would propose structuring the transaction as a two-step merger comprising a first-step tender offer followed promptly by a back-end merger without an additional stockholder vote. This structure would allow the transaction to close by the end of September 2026 — providing stockholders with meaningful speed and certainty of receipt of the upfront cash consideration, while preserving the full CVR upside described above.

This letter is an expression of interest only and does not constitute a binding offer or a commitment to enter into any transaction. No legally binding obligation will arise unless and until definitive agreements are executed.

Respectfully,

/s/ Omid Farokhzad

Omid Farokhzad, M.D.
Chief Executive Officer (signing in personal capacity)
Seer, Inc.

cc: Wilson Sonsini Goodrich & Rosati