

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Farokhzad Omid</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>12/03/2020</u>		3. Issuer Name and Ticker or Trading Symbol <u>Seer, Inc. [SEER]</u>		
(Last)	(First)	(Middle)	4. 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) <u>CEO and Chair of the Board</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O SEER, INC. 3800 BRIDGE PARKWAY, SUITE 102						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	
(Street) <u>REDWOOD CITY CA 94065</u>							
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>279,223</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Convertible Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>102,915</u>	<u>(1)</u>	<u>I</u>	<u>See footnote⁽²⁾</u>
<u>Class B Common Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>2,591,124</u>	<u>(3)</u>	<u>I</u>	<u>See footnote⁽²⁾</u>
<u>Class B Common Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>2,803,737</u>	<u>(3)</u>	<u>I</u>	<u>See footnote⁽⁴⁾</u>
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>05/17/2028</u>	<u>Class A Common Stock</u>	<u>520,248</u>	<u>0.05</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>01/27/2030</u>	<u>Class A Common Stock</u>	<u>915,524</u>	<u>2.7</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(7)</u>	<u>07/28/2030</u>	<u>Class A Common Stock</u>	<u>532,718</u>	<u>3.47</u>	<u>D</u>	

Explanation of Responses:

- Each share of Series A Convertible Preferred Stock shall automatically convert into Class A Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock 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.
- 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 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 shares underlying the option are subject to an early exercise provision and are immediately exercisable. One-fourth of the shares underlying the option vested on March 23, 2019 and 1/48th of the shares vest monthly thereafter.
- The shares underlying the option are subject to an early exercise provision and are immediately exercisable. One-fourth of the shares underlying the option vest on January 28, 2021 and 1/48th of the shares vest monthly thereafter.
- The shares underlying the option are subject to an early exercise provision and are immediately exercisable. One-fourth of the shares underlying the option vest on July 28, 2021 and 1/48th of the shares vest monthly thereafter.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Elona Kogan, by power of attorney, 12/03/2020
** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Seer, Inc. (the "Company"), hereby constitutes and appoints David Horn, Elona Kogan and J

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determ

2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such ot

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The un

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of November, 2020.

Signature: /s/ Omid Farokhzad

Print Name: Omid Farokhzad