

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SEER, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3826
(Primary Standard Industrial
Classification Code Number)

82-1153150
(I.R.S. Employer
Identification Number)

**3800 Bridge Parkway, Suite 102
Redwood City, California 94065
650-453-0000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Omid Farokhzad, M.D.
Chief Executive Officer
Seer, Inc.**

**3800 Bridge Parkway, Suite 102
Redwood City, California 94065
650-453-0000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Tony Jeffries
Christina L. Poulsen
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
650-493-9300**

**Alan F. Denenberg
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
650-752-2000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. **333-250035**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE (3)
Common Stock, \$0.00001 par value per share	443,356	\$19.00	\$8,423,764	\$919.04

- (1) Represents only the additional number of shares being registered and includes 57,829 shares issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities, the offer and sale of which the registrant previously registered on a Registration Statement on Form S-1 (File No. 333-250035), as amended (the Earlier Registration Statement).
- (2) The registrant previously registered securities on the Earlier Registration Statement, which was declared effective by the Securities and Exchange Commission on December 3, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), an additional amount of securities having a proposed maximum aggregate offering price of \$8,423,764 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.
- (3) Calculated pursuant to Rule 457(a) under the Securities Act. The registrant previously paid a filing fee of \$19,931 for the Earlier Registration Statement.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Seer, Inc., a Delaware corporation, is filing this registration statement with the Securities and Exchange Commission (SEC). This registration statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#), as amended (File No. 333-250035), which we originally filed on November 12, 2020 (the Earlier Registration Statement), and which the SEC declared effective on December 3, 2020.

We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.00001 per share, offered by us by 443,356 shares, 57,829 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock. The additional shares of common stock that are being registered for issuance and sale pursuant to this registration statement are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Earlier Registration Statement. The information set forth in the Earlier Registration Statement is incorporated by reference in this filing.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (reference is made to Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Form S-1 Registration Statement (Registration No. 333-250035 filed on November 12, 2020)).



Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
o: 650.493.9300
f: 650.493.6811

December 3, 2020

Seer, Inc.
3800 Bridge Parkway, Suite 102
Redwood City, CA 94065

Re: Securities Registered under Registration Statement on Form S-1 (File No. 333-250035) and Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Securities Act**”)

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the “**Registration Statement**”), filed by Seer, Inc. (the “**Company**”) with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act in connection with the registration under the Securities Act of 443,356 shares of the Company’s Class A common stock, \$0.00001 par value per share (the “**Shares**”), including up to 57,829 shares issuable upon exercise of an option to purchase additional shares granted by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-250035) (the “**Prior Registration Statement**”), which was declared effective on December 3, 2020, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold by the Company to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the “**Underwriting Agreement**”).

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

December 3, 2020

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On the basis of the foregoing, we are of the opinion that, upon the effectiveness of the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as Exhibit 3.2 of the Prior Registration Statement, the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated September 25, 2020 (November 30, 2020 as to the effects of the reverse stock split described in Note 2 and Note 14) relating to the financial statements of Seer, Inc. appearing in the Registration Statement No. 333-250035 on Form S-1, and to the reference to us under the heading "Experts" in Registration Statement No. 333-250035 incorporated by reference in this Registration Statement.

/s/ Deloitte & Touche LLP

San Francisco, California

December 3, 2020