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):
October 29, 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 October 29, 2026, Seer, Inc. ("Seer") issued a press release concerning the decision of the Special Committee of Seer's Board of Directors (the "Special Committee") to reject the recent acquisition proposals made to Seer.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release dated October 29, 2026, titled "Seer to Remain an Independent Public Company Following Conclusion of Special Committee Review Process"
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: October 29, 2026

By: /s/ Omid Farokhzad, M.D.
Omid Farokhzad, M.D.
Chief Executive Officer

Exhibit 99.1

Seer to Remain an Independent Public Company Following Conclusion of Special Committee Review Process

REDWOOD CITY, Calif., October 29, 2026 – Seer, Inc. (Nasdaq: SEER), the pioneer and trusted partner for deep, unbiased proteomic insights, today announced that the Special Committee of Seer's Board of Directors (the "Special Committee") has concluded its review process and decided to reject the recent acquisition proposals made to Seer.

"Over the last three months, we have worked closely with our legal and financial advisors to carefully evaluate the unsolicited acquisition proposals that Seer has received, as well as other strategic alternatives, including through a careful assessment of possible interest from alternative potential transaction counterparties," said independent directors Meeta Gulyani and Nicolas Roelofs, Ph.D., the members of the Special Committee. "We approached this process with no options off the table. Our work was thorough, deliberative and focused on shareholder value. Following this review, we have concluded that a sale of Seer at this time would undervalue the company and our future prospects. We are confident that Seer is well positioned to meet the growing demand for deep, large-scale, unbiased proteomics in the era of AI-biology and we look forward to capturing the opportunities ahead."

As previously disclosed, on July 28, 2026, Bradley L. Radoff and Michael Torok (together with certain of their affiliates, the "Radoff-JEC Group") submitted an unsolicited, non-binding proposal to acquire all 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, Omid Farokhzad, M.D., Seer's Chair and Chief Executive Officer, submitted an unsolicited, non-binding proposal to acquire all outstanding shares of Seer's Class A common stock for $2.45 per share in cash plus two separate contingent value rights.

After careful consideration, the Special Committee determined that both of the unsolicited acquisition proposals fail to reflect Seer's intrinsic value. As such, the Special Committee has unanimously rejected both unsolicited acquisition proposals.

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 press release. 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 Seer's prospects, positioning and technology, as well as statements regarding shareholder value and future value creation. 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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