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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

**February 13, 2021**

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**Seer, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-39747  
(Commission  
File Number)

82-1153150  
(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))

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 Stock Market LLC (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.

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## **Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On February 13, 2021, Mostafa Ronaghi, Ph.D. and Deep Nishar were appointed to the Board of Directors (the "Board") of Seer, Inc. (the "Company") expanding the Board from seven to nine directors. Dr. Ronaghi will serve as a Class I director, with a term expiring at the Company's 2021 annual meeting of the stockholders and Mr. Nishar will serve as a Class II director, with a term expiring at the Company's 2022 annual meeting of the stockholders.

In accordance with the Company's outside director compensation policy (the "policy"), each of Dr. Ronaghi and Mr. Nishar will receive annual cash compensation of \$40,000 for their services as a member of the Board, as well as annual retainers for their service on committees of the Board, payable quarterly in arrears on a pro-rata basis, and on February 16, 2021, each of Dr. Ronaghi and Mr. Nishar was automatically granted an initial award of a stock option to purchase 27,939 shares of the Company's common stock (the "Initial Award"). The Initial Award is scheduled to vest as to one thirty-sixth (1/36th) of the shares subject to the Initial Award on a monthly basis following the Initial Award's grant date on the same day of the month as such grant date (or on the last day of the month, if there is no corresponding day in such month), provided that he remains a service provider through the applicable vesting date. Initial awards to each of Dr. Ronaghi and Mr. Nishar were granted under and subject to terms of the Company's 2020 Equity Incentive Plan.

Each of Dr. Ronaghi and Mr. Nishar will be eligible for equity awards on the same terms as other continuing non-employee members of the Board. Currently, the policy provides that, subject to the compensation limits of the policy, on the first trading day immediately following the date of each annual meeting of stockholders, each non-employee director automatically will be granted an award of stock options to purchase shares of the Company's common stock as specified under the policy (the "Annual Award"); provided, however, that if an individual commenced service as a non-employee director after the date of the annual meeting of stockholders that occurred immediately prior to such annual meeting (or, if there was no such annual meeting, then after the effective date of the first registration statement filed by the Company and declared effective pursuant to the Securities Exchange Act of 1934, as amended (the "registration date")), then the Annual Award granted to such non-employee director will be prorated based on the number of whole months that the individual served as a non-employee director prior to the Annual Award's grant date during the twelve (12) month period immediately preceding such annual meeting or registration date, as applicable (with any resulting fractional share rounded down to the nearest whole share). The Annual Award will be scheduled to vest as to all of the shares subject to the Annual Award on the earlier of (i) the one (1) year anniversary of the date the Annual Award is granted or (ii) the day immediately before the date of the next annual meeting of stockholders that occurs after the Annual Award's grant date, provided that such director remains a service provider through the applicable vesting date.

The policy provides that each equity award granted to a non-employee director while a non-employee director will vest in full as of immediately prior to a change in control, provided he or she continues to be a non-employee director through the date of such change in control.

Each of Dr. Ronaghi and Mr. Nishar also executed the Company's standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-250035) filed with the Securities and Exchange Commission on November 12, 2020.

There is no arrangement or understanding between each of Dr. Ronaghi or Mr. Nishar and any other persons pursuant to which Dr. Ronaghi and Mr. Nishar were elected as directors. In addition, each of Dr. Ronaghi and Mr. Nishar are not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On February 17, 2021, the Company issued a press release announcing the appointment of each of Dr. Ronaghi and Mr. Nishar as directors. The press release is attached hereto as Exhibit 99.1.



## Ex. 99.1

### Seer Appoints Deep Nishar and Mostafa Ronaghi, Ph.D. to its Board of Directors

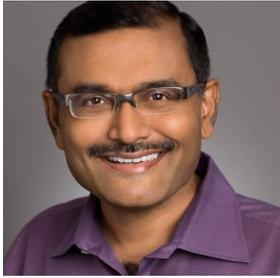
*Company adds two directors with experience in building and growing transformative companies*

Redwood City, CA, February 17, 2021 — Seer, Inc., (Nasdaq: SEER), a life sciences company commercializing a disruptive new platform for proteomics, today announced it has appointed Deep Nishar and Mostafa Ronaghi, Ph.D. to serve on its Board of Directors, effective February 13, 2020. Mr. Nishar is currently a Senior Managing Partner at SoftBank Investment Advisers (SBIA) in Silicon Valley and brings more than 20 years of experience building and growing software and internet companies, including Google and LinkedIn. Dr. Ronaghi is the former Chief Technology Officer at Illumina, a co-founder of Grail, and a current Scientific Advisory Board member of Seer with decades of experience founding breakthrough technology companies.

“We’re delighted to welcome Deep and Mostafa to our Board of Directors as we scale to open up a new gateway to the proteome. Deep and Mostafa are seasoned leaders who have built global, high-impact, transformational companies.” said Omid Farokhzad, M.D., Chair, Chief Executive Officer and Founder of Seer. “Their unique and complimentary perspectives on technology expansion, health care innovation, and ecosystem creation will be invaluable to Seer as we accelerate and expand our markets.”

“I am honored to join the board of Seer, an innovative company enabling unbiased deep proteomics at a scale and speed to match genomics. Detecting proteins at the amino acid level in an unbiased way that narrower proteomics approaches miss is opening up proteogenomics and enabling the discovery of new biomarkers, new drug targets and potentially entirely new markets,” said Mr. Nishar. “As the field of proteomics continues to see significant growth, I look forward to partnering with Seer’s talented leadership team as they aim to deliver on the remarkable promise of the technology to profoundly impact our understanding of biology and human health through proteomics and proteogenomics.”

“I’m very excited for the opportunity to deepen my relationship with Seer and to continue to advance its goal of pioneering unbiased, deep proteomics at scale,” said Dr. Ronaghi. “Genomics has laid a powerful foundation for our understanding of human health, but the proteome is the next frontier in biological insight. As an early investor and scientific advisor, my enthusiasm for this technology and its applications continues to grow, not only across proteomics but also in genomics. Seer’s unbiased platform can uniquely enable a speed and scale that will accelerate the functional characterization of the hundreds of millions of genetic variants that have been identified via genomics.”



Mr. Nishar has more than 20 years of experience in helping build and grow software and internet businesses. Prior to joining SoftBank, Deep served as Senior Vice President of Products and User Experience at LinkedIn. He also held senior executive roles at Google and was previously the Founder of enterprise software company Patkai Networks. He currently sits on the board of directors of a number of different companies, including Relay Therapeutics and Vir Bio.



Dr. Ronaghi served as Senior Vice President of Entrepreneurial Development, Senior Vice President and CTO during his decade-plus time at Illumina, where he was responsible for leading Illumina's internal research and technology, co-founded GRAIL and the Illumina Accelerator, the world's first business accelerator focused solely on the creation of an innovation ecosystem for the genomics industry. Dr. Ronaghi has also co-founded multiple companies, including Avantome, NextBio, ParAllele Bioscience, and Pyrosequencing.

## About Seer

Seer™ is a life sciences company focused on enabling exceptional scientific outcomes by commercializing transformative products that will drive breakthrough ideas by unlocking the deep, unbiased biological information that can make them a reality. Seer is developing its Proteograph™ Product Suite, which is an integrated solution consisting of consumables, automation instrumentation and proprietary software that performs deep, unbiased proteomics analysis at scale in a matter of hours. Seer designed the Proteograph to be efficient and easy-to-use, leveraging widely adopted laboratory instrumentation to provide a decentralized solution broadly available to life sciences researchers. Seer's Proteograph Product Suite is for research use only and is not intended for diagnostic procedures. For more information, please visit [www.seer.bio](http://www.seer.bio).

### **Investor Contact**

Carrie Mendivil  
investor@seer.bio

### **Media Contact**

Karen Possemato  
pr@seer.bio