

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
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)

82-1153150

(I.R.S. Employer Identification Number)

**3800 Bridge Parkway, Suite 102
Redwood City, California 94065**
(Address of principal executive offices, including zip code)

**2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan
2020 RSU Equity Incentive Plan
2017 Stock Incentive Plan**
(Full title of plan)

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

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

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 Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$0.001 par value per share:				
— 2020 Equity Incentive Plan	5,336,569 ⁽²⁾	\$19.00 ⁽⁶⁾	\$101,394,811	\$11,062.18
— 2020 Employee Stock Purchase Plan	602,570 ⁽³⁾	\$16.15 ⁽⁷⁾	\$9,731,506	\$1,061.71
— 2020 RSU Equity Incentive Plan	381,922 ⁽⁴⁾	\$19.00 ⁽⁶⁾	\$7,256,518	\$791.69
— 2017 Stock Incentive Plan	8,095,133 ⁽⁵⁾	\$3.13 ⁽⁸⁾	\$25,337,767	\$2,764.36
TOTAL:	14,416,194		\$143,720,602	\$15,679.94

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s Class A common stock (“Class A common stock”) that become issuable under the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”), the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”), the Registrant’s Amended and Restated 2020 RSU Equity Incentive Plan (the “2020 RSU Plan”) and the Amended and Restated Registrant’s 2017 Stock Incentive Plan (the “2017 Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of outstanding shares of Class A common stock.
- (2) Represents 5,336,569 shares of Class A common stock reserved for issuance pursuant to future awards under the 2020 Plan as of the effective date of the registration statement relating to the Registrant’s initial public offering (the “Registration Date”). The number of shares of Class A common stock reserved for issuance under the 2020 Plan will include a number of shares of Class A common stock equal to the number of shares of all classes of common stock subject to awards granted under the 2020 RSU Plan or 2017 Plan (each, a “Prior Plan”) that, on or after the date the applicable Prior Plan is terminated, are canceled, expire or otherwise terminate without having been exercised in full, are tendered to or withheld by the Registrant for payment of an exercise price or for tax withholding obligations, or are forfeited to or repurchased by the Registrant due to failure to vest, subject to the maximum limit set forth in the 2020 Plan. See footnotes (4) and (5) below.
- (3) Represents shares of Class A common stock reserved for issuance under the 2020 ESPP.
- (4) Represents shares of Class A common stock reserved for issuance pursuant to restricted stock unit awards outstanding under the 2020 RSU Plan as of the Registration Date. Any shares subject to awards under the 2020 RSU Plan that are cancelled, expire, or terminate, are tendered to or withheld by the Registrant for tax withholding obligations, or are forfeited to or repurchased by the Registrant due to failure to vest, will become available for issuance under the 2020 Plan.
- (5) Represents shares of Class A common stock subject to outstanding awards under the 2017 Plan as of the Registration Date. Any shares subject to awards under the 2017 Plan that are cancelled, expire or terminate, are tendered to or withheld by the Registrant for payment of an exercise price or for tax withholding obligations, or are forfeited to or repurchased by the Registrant due to failure to vest, will become available for issuance under the 2020 Plan.
- (6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$19.00 per share, which is the initial public offering price per share of common stock set forth on the cover page of the Registrant’s Prospectus dated December 3, 2020 relating to its initial public offering.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of 85% of \$19.00 per share, which is the initial public offering price per share of common stock set forth on the cover page of the Registrant’s Prospectus dated December 3, 2020 relating to its initial public offering. Pursuant to the 2020 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of common stock on an Offering Period’s Enrollment Date or Exercise Date (as such terms are defined in the 2020 ESPP).
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$3.13, the weighted average price per share of outstanding stock option awards under the 2017 Plan as of the date of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Seer, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

(1) The Registrant’s Prospectus dated December 3, 2020, filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-250035), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed; and

(2) The description of the Registrant’s common stock contained in the Company’s Registration Statement on Form 8-A (File No. 001-39747) filed with the Commission on November 30, 2020, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law, or DGCL, empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers, provided that the person acted in good faith and in a manner the person reasonably believed to be in our best interests, and, with respect to any criminal action, had no reasonable cause to believe the person’s actions were unlawful. The DGCL further provides that the indemnification permitted thereunder shall not be

deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The certificate of incorporation of the registrant to be in effect upon the completion of this offering provides for the indemnification of the registrant's directors and officers to the fullest extent permitted under the DGCL. In addition, the bylaws of the registrant to be in effect upon the completion of this offering require the registrant to fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the registrant, or is or was a director or officer of the registrant serving at the registrant's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for payments of unlawful dividends or unlawful stock repurchases or redemptions or (4) for any transaction from which the director derived an improper personal benefit. The registrant's certificate of incorporation to be in effect upon the completion of this offering provides that the registrant's directors shall not be personally liable to it or its stockholders for monetary damages for breach of fiduciary duty as a director and that if the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the registrant's directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Section 174 of the DGCL provides, among other things, that a director who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption may be held liable for such actions. A director who was either absent when the unlawful actions were approved, or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

As permitted by the DGCL, the registrant intends to enter into separate indemnification agreements with each of the registrant's directors and certain of the registrant's officers which would require the registrant, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors, officers or certain other employees.

The registrant expects to obtain and maintain insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been directors or officers. The coverage provided by these policies may apply whether or not the registrant would have the power to indemnify such person against such liability under the provisions of the DGCL.

These indemnification provisions and the indemnification agreements intended to be entered into between the registrant and the registrant's officers and directors may be sufficiently broad to permit indemnification of the registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1 ⁽¹⁾	Form of common stock certificate of the Registrant.
4.2 ⁽²⁾	2020 Equity Incentive Plan and related form agreements.
4.3 ⁽³⁾	2020 Employee Stock Purchase Plan.
4.4 ⁽⁴⁾	2020 RSU Equity Incentive Plan and related form agreements.
4.5 ⁽⁵⁾	2017 Stock Incentive Plan and related form agreements.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
24.1	Power of Attorney (contained on signature page hereto).

- (1) Incorporated by reference to Exhibit 4.1 filed with the Registrant's Registration Statement on Form S-1 (Registration No. 333-250035), filed with the Commission on November 12, 2020.
- (2) Incorporated by reference to Exhibit 10.2 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-250035), filed with the Commission on November 30, 2020.
- (3) Incorporated by reference to Exhibit 10.5 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-250035), filed with the Commission on November 30, 2020.
- (4) Incorporated by reference to Exhibit 10.4 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-250035), filed with the Commission on November 30, 2020.
- (5) Incorporated by reference to Exhibit 10.3 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-250035), filed with the Commission on November 30, 2020.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the

Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) For the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) It will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, California, on the 4th day of December, 2020.

SEER, INC.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Omid Farokhzad, M.D. and David Horn as his or her lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<u>/s/ Omid Farokhzad, M.D.</u> Omid Farokhzad, M.D.	Chief Executive Officer and Chair of the Board of Directors (<i>Principal Executive Officer</i>)	December 4, 2020
<u>/s/ David R. Horn</u> David R. Horn	Chief Financial Officer (<i>Principal Financial Officer and Accounting Officer</i>)	December 4, 2020
<u>/s/ David Hallal</u> David Hallal	Lead Independent Director	December 4, 2020
<u>/s/ Catherine Friedman</u> Catherine Friedman	Director	December 4, 2020
<u>/s/ Robert Langer, Sc.D.</u> Robert Langer, Sc.D.	Director	December 4, 2020
<u>/s/ Terrance McGuire</u> Terrance McGuire	Director	December 4, 2020
<u>/s/ Omead Ostadan</u> Omead Ostadan	Director	December 4, 2020
<u>/s/ David Singer</u> David Singer	Director	December 4, 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 4, 2020

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Seer, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended, of (i) 5,336,569 shares of Class A common stock, par value \$0.00001 per share (“**Common Stock**”), reserved for issuance pursuant to the Company’s 2020 Equity Incentive Plan, (ii) 602,570 shares of Common Stock reserved for issuance pursuant to the Company’s 2020 Employee Stock Purchase Plan, (iii) 381,922 shares of Common Stock reserved for issuance pursuant to restricted stock unit awards outstanding under the Amended and Restated 2020 RSU Equity Incentive Plan, and (iv) 8,095,133 shares of Common Stock reserved for issuance pursuant to options outstanding under the Company’s Amended and Restated 2017 Stock Incentive Plan (which plans are referred to herein as the “**Plans**” and which shares of Common Stock are referred to herein as the “**Shares**”).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

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

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 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 Registration Statement No. 333-250035 on Form S-1.

/s/ Deloitte & Touche LLP

San Francisco, California

December 4, 2020