As filed with the Securities and Exchange Commission on June 18, 2024

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Standard BioTools Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0513190**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2 Tower Place, Ste 2000
South San Francisco, California 94080
(650) 266-6000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Michael Egholm, Ph.D.
President and Chief Executive Officer
2 Tower Place, Ste 2000
South San Francisco, California 94080
(650) 266-6000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
William C. Hicks, Esq.
John T. Rudy, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

From time to time after the effective date of this registration statement.
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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	☐	Accelerated filer	☐
Non-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 Securities Act. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting, pursuant to said Section 8(a), may determine.

Subject to Completion, dated June 18, 2024

PRELIMINARY PROSPECTUS

Standard BioTools Inc.

105,116,628 Shares of Common Stock

The selling securityholders identified herein may from time to time offer or sell up to 105,116,628 shares of our common stock, $0.001 par value per share (the "Common Stock"), which were issued upon conversion of Series B Convertible Preferred Stock or acquired in open market transactions. On April 4, 2022, we issued 127,780 shares of our Series B-1 Convertible Preferred Stock, par value $0.001 per share (the "Series B-1 Preferred Stock"), and 127,779 shares of our Series B-2 Convertible Preferred Stock, par value $0.001 per share (the "Series B-2 Preferred Stock", and together with the Series B-1 Preferred Stock, the "Series B Preferred Stock") to the selling securityholders. On March 18, 2024, we entered into an exchange agreement (the "Exchange Agreement") with Casdin Private Growth Equity Fund II, L.P., Casdin Partners Master Fund, L.P., Viking Global Opportunities Illiquid Investments Sub-Master LP and Viking Global Opportunities Drawdown (Aggregator) LP (each, an "Investor" and, collectively, the "Investors"). Pursuant to the Exchange Agreement, the Investors exchanged (the "Exchange") an aggregate of (i) 127,780 shares of Series B-1 Preferred Stock, and (ii) 127,779 shares of Series B-2 Preferred Stock, representing all of the outstanding shares of Series B Preferred Stock, for an aggregate of 92,930,553 shares of Common Stock issued by the Company. The Exchange was completed on March 18, 2024. Following the closing of the Exchange, no shares of Series B Preferred Stock remain outstanding. The Series B Preferred Stock was originally acquired by the selling securityholders in a private placement and upon the conversion of term loans, which are more fully described in the section entitled "Description of Transaction." To the extent that any selling securityholders resell any securities, the selling securityholders may be required to provide you with this prospectus and a prospectus supplement identifying and containing specific information about the selling securityholders and the amount and terms of the securities being offered. You should read this prospectus and any applicable prospectus supplement before you invest. We will not receive any proceeds from the sale of our Common Stock by the selling securityholders.

We are registering the resale of shares of our Common Stock in connection with the selling securityholder's registration rights pursuant to a registration rights agreement entered into by us and the selling securityholders, described under the heading "Description of Transaction," but the registration of those shares does not necessarily mean that any of those shares will be offered or sold by the selling securityholders pursuant to this prospectus or at all.

This prospectus describes the general manner in which the shares of our Common Stock may be offered and sold by the selling securityholders. The selling securityholders or their permitted transferees or other successors-in-interest may, but are not required to, sell the shares of our Common Stock offered by this prospectus from time to time in a number of different ways and at varying prices. The selling securityholders may offer and sell the shares of Common Stock to or through underwriters, dealers or agents, or directly to investors, on a continuous or delayed basis. For additional information on the possible methods of sale that may be used by the selling securityholders, see "Plan of Distribution" and "Selling Securityholders." We do not know when or in what amount the selling securityholders may offer the shares of Common Stock for sale. We have agreed to pay certain expenses in connection with the registration of the shares of Common Stock. The selling securityholders will pay all underwriting discounts and selling commissions, if any, in connection with the sale of the shares of Common Stock. Any prospectus supplement or free writing prospectus may add, update, or change information contained in this prospectus. You should read this prospectus, any prospectus supplement and any free writing prospectus, together with the documents incorporated by reference herein and therein, before you make an investment decision.

Our Common Stock is listed on The Nasdaq Global Select Market under the symbol "LAB." On June 17, 2024, the last reported sale price of our Common Stock on The Nasdaq Global Select Market was $2.11 per share. Each prospectus supplement will indicate whether the securities offered thereby will be listed on any securities exchange.

Investing in these securities involves risks. You should read carefully this prospectus, the documents incorporated by reference in this prospectus and any prospectus supplement before you invest. Please carefully read the information under the headings "Risk Factors" beginning on page 2 of this prospectus and "Item 1A—Risk Factors" of our most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q that is incorporated by reference in this prospectus before you invest in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2024.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a "shelf" registration process. Under this shelf registration process, the selling securityholders may from time to time sell the securities described in this prospectus in one or more offerings.

You should rely only on the information contained in, or incorporated by reference into, this prospectus or contained in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not authorized anyone to provide you with information that is different from that contained, or incorporated by reference, in this prospectus, any applicable prospectus supplement or in any related free writing prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus and any applicable prospectus supplement or any related free writing prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in the applicable prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. You should assume that the information appearing in this prospectus, any prospectus supplement, the documents incorporated by reference and any related free writing prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

You should also read and consider the information in the documents to which we have referred you under the captions "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus.

For investors outside the United States, neither we nor the selling securityholders have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons who come into possession of this prospectus and any free writing prospectus related to this offering in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus and any such free writing prospectus applicable to that jurisdiction.

PROSPECTUS SUMMARY

This summary highlights selected information that is presented in greater detail elsewhere, or incorporated by reference, in this prospectus. It does not contain all of the information that may be important to you and your investment decision. Before investing in our securities, you should carefully read this entire prospectus, including the matters set forth under the section of this prospectus captioned "Risk Factors" and the financial statements and related notes and other information that we incorporate by reference herein, including our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. Unless the context indicates otherwise, references in this prospectus to "Standard BioTools Inc.," "Standard BioTools," "we," "our" and "us" refer, collectively, to Standard BioTools Inc., a Delaware corporation, and its subsidiaries taken as a whole. This prospectus includes trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included in this prospectus are the property of their respective owners.

Company Overview

Standard BioTools is driven by a bold purpose — unleashing tools to accelerate breakthroughs in human health. We have an established portfolio of essential, standardized next-generation high resolution technologies that assist biomedical researchers develop medicines faster and better. Our tools are designed to provide reliable and repeatable insights in health and disease using our proprietary mass cytometry and microfluidics technologies, which are useful in proteomics and genomics that help transform scientific discoveries into better patient outcomes. We work with leading academic, government, pharmaceutical, biotechnology, plant and animal research, and clinical laboratories worldwide, focusing on the most pressing needs in translational and clinical research, including oncology, immunology, and immunotherapy.

Corporate Information

We were incorporated in California in May 1999 as Mycometrix Corporation, changed our name to Fluidigm Corporation in April 2001, reincorporated in Delaware in July 2007, and subsequently changed our name to Standard BioTools Inc. in April 2022. Our principal executive offices are located at 2 Tower Place, South San Francisco, California 94080. Our telephone number is (650) 266-6000.

Our website address is www.standardbio.com. We make available on our website, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Our SEC reports can be accessed through the investor relations page of our website located at http://investors.fluidigm.com. The SEC also maintains an Internet site at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

The contents of our website are not a part of, and are not incorporated by reference into, this Registration Statement on Form S-3 or any other report or document we file with the SEC. Any reference to our website is intended to be an inactive textual reference only.

The Offering

The selling securityholders named in this prospectus may offer and sell up to 105,116,628 shares of our Common Stock. Our Common Stock is listed on The Nasdaq Global Select Market under the symbol "LAB." We will not receive any of the proceeds from sales by the selling securityholders of any of the shares of Common Stock covered by this prospectus. See "Use of Proceeds" on page 6 for more information.

Throughout this prospectus, when we refer to the shares of our Common Stock which are being registered on behalf of the selling securityholders, we are referring to the shares of Common Stock that have been issued to the selling securityholders upon the conversion of the Series B-1 Preferred Stock and Series B-2 Preferred Stock or acquired in open market transactions by the selling securityholders, as listed in "Selling Securityholders" on page 7. When we refer to the selling securityholders in this prospectus, we are referring to the securityholders listed in "Selling Securityholders" on page 7 and, as applicable, any donees, pledgees, transferees or other successors-in-interest selling shares received after the date of this prospectus from such securityholders as a gift, pledge, or other non-sale related transfer.

RISK FACTORS

An investment in our securities involves a high degree of risk. Before you invest in our securities you should carefully consider those risk factors described under, but not limited to, the heading "Risk Factors" in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and any subsequently filed Current Reports on Form 8-K (other than, in each case, information furnished rather than filed), which are incorporated by reference herein, and those risk factors that may be included in any applicable prospectus supplement, together with all of the other information included in this prospectus, any prospectus supplement and the documents we incorporate by reference. The risks and uncertainties we have described are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our operations. If any of these risks were actually to occur, our business, financial condition or results of operations could be materially adversely affected. In that case, the value of our securities could decline, and you could lose part or all of your investment.

FORWARD-LOOKING STATEMENTS

This prospectus, each prospectus supplement and the information incorporated by reference in this prospectus and each prospectus supplement contain certain statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "could," "would," "project," "plan," "potentially," "likely," and similar expressions and variations thereof are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements include, but are not necessarily limited to, those relating to: the anticipated benefits of our merger with SomaLogic, Inc. ("SomaLogic"), the future financial performance of the combined company, information concerning our possible or assumed future cash flow, revenue, sources of revenue and results of operations, cost of product revenue and product margin, operating and other income and expenses, unit sales and the selling prices of our products, business strategies, financing plans, expansion of our business, competitive position, industry environment, potential growth opportunities, market growth expectations, and the effects of competition and public health crises on our business, the global supply chain, and our customers, suppliers, and other business partners. Those statements appear in this prospectus, any accompanying prospectus supplement and the documents incorporated herein and therein by reference, particularly in the sections captioned "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and include statements regarding the intent, belief or current expectations of our management that are subject to known and unknown risks, uncertainties and assumptions. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we do not plan to publicly update or revise any forward-looking statements contained herein after we distribute this prospectus, whether as a result of any new information, future events or otherwise.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this prospectus, and although we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted a thorough inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

This prospectus and the documents incorporated by reference in this prospectus may contain market data that we obtain from industry sources. These sources do not guarantee the accuracy or completeness of the information. Although we believe that our industry sources are reliable, we do not independently verify the information. The market data may include projections that are based on a number of other projections. While we believe these assumptions to be reasonable and sound as of the date of this prospectus, actual results may differ from the projections.

DESCRIPTION OF TRANSACTIONS

Series B-1 and B-2 Convertible Preferred Stock Purchase Agreements

On April 4, 2022, Standard BioTools, Casdin Private Growth Equity Fund II, L.P. and Casdin Partners Master Fund, L.P. (collectively, "Casdin") and Viking Global Opportunities Illiquid Investments Sub-Master LP and Viking Global Opportunities Drawdown (Aggregator) LP (collectively, "Viking") completed the transactions contemplated by the Series B-1 Convertible Preferred Stock Purchase Agreement, dated January 23, 2022, by and between the Company and Casdin (the "Casdin Purchase Agreement"), and the Series B-2 Convertible Preferred Stock Purchase Agreement, dated January 23, 2022 (the "Viking Purchase Agreement" and collectively, the "Purchase Agreements"), by and between the Company and Viking. On April 4, 2022, and pursuant to the Purchase Agreements, the Company issued and sold (a) to Casdin, 112,500 shares of the Company's newly designated Series B-1 Preferred Stock in exchange for $112.5 million in cash, and (b) to Viking, 112,500 shares of the Company's newly designated Series B-2 Preferred Stock in exchange for $112.5 million in cash (such transactions, collectively, the "Preferred Equity Transactions").

Pursuant to the Purchase Agreements, and subject to customary exceptions, if the Company intends to issue or sell new equity securities, then each of the Purchaser Parties (as defined in the Casdin Purchase Agreement and Viking Purchase Agreement) have the right to participate in such equity offering on a pro rata basis for so long as such Purchaser Parties (as defined under each of their applicable Purchase Agreements), collectively, continue to beneficially own at least 25% of the Series B-1 Preferred Stock or Series B-2 Preferred Stock, as applicable (including shares of Common Stock issued on conversion of such Series B Preferred Stock), issued. Pursuant to the Purchase Agreements, until the later of (x) the first anniversary of the closing and (y) such time as such Purchaser beneficially owns securities representing less than 7.5% of the outstanding shares of our Common Stock (on an as-converted basis), each selling securityholder is subject to customary standstill restrictions. The selling securityholders are prohibited from transferring any shares of Common Stock issued upon conversion of such Series B Preferred Stock held by such selling securityholder to certain purchasers, subject to certain exceptions. The foregoing summary of the Purchase Agreements and the transactions contemplated by the Purchase Agreements does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreements, which are attached as Annex B and Annex C of our definitive proxy statement filed with the SEC on February 24, 2022, respectively, and incorporated herein by reference.

Casdin and Viking Loan Agreements

On January 23, 2022, we entered into (i) a Loan Agreement, dated and effective as of January 23, 2022, by and among Casdin and the Company (the "Casdin Loan Agreement") and (ii) a Loan Agreement, dated and effective as of January 23, 2022, by and among Viking and the Company (the "Viking Loan Agreement," and together with the Casdin Loan Agreement, the "Loan Agreements"). Each Loan Agreement provided for a $12.5 million term loan to the Company (each, a "Term Loan" and collectively, the "Term Loans"). The Term Loans were fully drawn on January 24, 2022. Upon the issuance of the Series B Preferred Stock pursuant to the Purchase Agreements, the Term Loan under the Casdin Loan Agreement automatically converted into an aggregate of 15,280 shares of Series B-1 Preferred Stock and the Term Loan under the Viking Loan Agreement automatically converted into an aggregate of 15,279 shares of Series B-2 Preferred Stock, in accordance with the terms of the Casdin Loan Agreement or the Viking Loan Agreement, as applicable.

The description of the Loan Agreements contained herein is qualified in its entirety by reference to the text of each of the Loan Agreements, which were attached as Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the SEC on February 11, 2022 and Exhibit 10.2 of our Current Report on Form 8-K filed with the SEC on January 24, 2022, respectively, and incorporated herein by reference.

Exchange Agreement

On March 18, 2024, we entered into the Exchange Agreement with the Investors. Pursuant to the Exchange Agreement, the Investors exchanged an aggregate of (i) 127,780 shares of Series B-1 Preferred Stock and (ii) 127,779 shares of Series B-2 Preferred Stock, representing all of the outstanding shares of

Series B Preferred Stock, for an aggregate of 92,930,553 shares of our Common Stock. The Exchange was completed on March 18, 2024. Following the closing of the Exchange, no shares of Series B Preferred Stock remain outstanding.

The foregoing summary of the Exchange Agreement and the transactions contemplated by the Exchange Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Exchange Agreement, which is filed as Exhibit 10.1 to our Current Report on Form 8-K that was filed with the SEC on March 18, 2024 and is incorporated herein by reference.

Registration Rights Agreement

Also on January 23, 2022, the Company entered into a Registration Rights Agreement with the Investors, as amended by the Exchange Agreement (the “Registration Rights Agreement”), pursuant to which the Investors have certain customary registration rights, including (i) any shares of common stock acquired by any Holder (as defined in the Registration Rights Agreement) pursuant to the Exchange Agreement and (ii) any shares of common stock held by any Holder as of the date of the Exchange Agreement.

The foregoing summary of the Registration Rights Agreement and the transactions contemplated by the Registration Rights Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Registration Rights Agreement, which is filed as Exhibit 10.5 to our Current Report on Form 8-K that was filed with the SEC on January 24, 2022 and is incorporated herein by reference.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of our Common Stock by selling securityholders, but we may bear a portion of the expenses of the offerings of that Common Stock. We will also pay certain fees and expenses of legal counsels to the selling securityholders.

SELLING SECURITYHOLDERS

This prospectus relates to the possible resale by certain of our stockholders, who we refer to in this prospectus as the "selling securityholders," of up to 105,116,628 shares of our Common Stock that were issued in connection with the Exchange or acquired in open market transactions. The following table provides the names of the selling securityholders and the number of shares of our Common Stock offered by such selling securityholders under this prospectus. The selling securityholders listed below have previously been granted registration rights with respect to the shares offered hereby pursuant to the Registration Rights Agreement. The shares offered by this prospectus may be offered from time to time by the selling securityholders listed below. The selling securityholders are not obligated to sell any of their shares offered by this prospectus, and reserve the right to accept or reject, in whole or in part, any proposed sale of shares. The selling securityholders listed below may also offer and sell less than the number of shares indicated.

The selling securityholders are not making any representation that any shares covered by this prospectus will or will not be offered for sale. Other than the Purchase Agreements, Loan Agreements, Exchange Agreement and the transactions contemplated thereby, the Exchange of the Series B Preferred Stock and the other relationships described below, the selling securityholders and their affiliates have not had any material relationship with us within the past three years.

The table below sets forth the name of each selling securityholder, the number of shares of our Common Stock that may be beneficially owned by each selling securityholder, the maximum number of shares of our Common Stock that may be offered pursuant to this prospectus as well as the number of shares of our Common Stock that will be held by each selling securityholder after the offering, assuming all of the offered shares are sold. The number of shares and percentages of beneficial ownership set forth below are based on 370,421,466 shares of our Common Stock outstanding as of June 1, 2024. Except as otherwise described herein or in the footnotes below the table, beneficial ownership is determined under the SEC rules and regulations and generally includes voting or investment power over securities. We have prepared the table based on information given to us by, or on behalf of, the selling securityholders. The selling securityholders may have sold, transferred or otherwise disposed of some or all of the shares listed below in exempt or registered transactions since the date on which the information below was provided to us and may in the future sell, transfer or otherwise dispose of some or all of the shares in private placement transactions exempt from, or not subject to the registration requirements of, the Securities Act.

	Common Stock				
	Shares of Common Stock Beneficially Owned Before Offering*		Shares of Common Stock Registered Hereby	Shares of Common Stock Beneficially Owned After Offering[(1)]*	
Selling Securityholder	Number	%		Number	%
Casdin Private Growth Equity Fund II, L.P.[(2)]	13,939,637	3.8%	13,939,637	—	—
Casdin Partners Master Fund, L.P.[(2)]	46,075,821	12.4%	32,525,821	13,550,000	3.7%
Viking Global Opportunities Illiquid Investments Sub-Master LP[(3)]	39,296,310	10.6%	39,296,310	—	—
Viking Global Opportunities Drawdown (Aggregator) LP[(3)]	19,354,860	5.2%	19,354,860	—	—
Total	**118,666,628**	**32.0%**	**105,116,628**	**13,550,000**	**3.7%**

* Certain selling securityholders may be deemed to beneficially own other shares of Common Stock reported herein.

(1) The selling securityholders have not informed us, and we do not know, when or in what amounts the selling securityholders may offer for sale the shares of Common Stock pursuant to this offering. For purposes of this table, we have assumed that the selling securityholders will have sold all of the shares of Common Stock covered by this prospectus upon the completion of this offering.

(2) Represents shares of Common Stock received in the Exchange held by Casdin Master Fund, L.P. and Casdin Private Growth Equity Fund II, L.P. Casdin Private Growth Equity Fund II, L.P. ("Casdin Private Growth Fund"), Casdin Capital, LLC ("Casdin Capital"), as investment adviser to Casdin Partners Master Fund, L.P. ("Casdin Master Fund") and Casdin Private Growth Fund, Casdin Partners GP, LLC ("Casdin Partners GP"), as the general partner of Casdin Master Fund, Casdin Private Growth Equity Fund II GP, LLC ("Casdin Private Growth GP"), as the general partner of Casdin Private Growth Fund, and Eli Casdin, as the managing member of Casdin Capital, Casdin Partners GP and Casdin Private Growth GP, share voting and dispositive power with respect to shares of Common Stock held by Casdin Master Fund and the shares of Common Stock held by Casdin Private Growth Fund. Eli Casdin is a member of our board of directors. Casdin's address is 1350 Avenue of the Americas, Suite 2600, New York, NY 10019.

(3) Represents shares of Common Stock owned by Viking Global Opportunities Illiquid Investments Sub-Master LP ("VGOP") and Viking Global Opportunities Drawdown (Aggregator) LP ("VGOD"), including an aggregate of 46,465,095 shares of Common Stock received in the Exchange and an aggregate of 12,186,075 shares of Common Stock acquired in open market transactions. VGOP has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"), and by Viking Global Investors LP ("VGI"), which provides managerial services to VGOP. VGOD has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, Viking Global Opportunities Drawdown Portfolio GP LLC ("VGOD Portfolio GP"), and by VGI, which provides managerial services to the VGOD. O. Andreas Halvorsen, David C. Ott and Rose Shabet, as Executive Committee members of Viking Global Partners LLC (the general partner of VGI) and Viking Global Opportunities Parent GP LLC (the sole member of (i) Viking Global Opportunities GP LLC which has the authority to dispose of and vote the shares controlled by Opportunities Portfolio GP (which consists of shares of Common Stock held directly by VGOP) and (ii) Viking Global Opportunities Drawdown GP LLC which has the authority to dispose of and vote the shares controlled by VGOD Portfolio GP (which consists of shares of Common Stock held directly by VGOD)), have shared authority to direct the voting and disposition of investments beneficially owned by VGI, Opportunities Portfolio GP and VGOD Portfolio GP. Viking's address is c/o Viking Global Investors LP, 660 Washington Boulevard, Stamford, CT 06901.

In addition, we may name additional selling securityholders from time to time. Information about such additional selling securityholders, including their identities and the securities to be registered on their behalf, will be set forth in a prospectus supplement, in a post-effective amendment or in filings that we make with the SEC under the Exchange Act that are incorporated by reference in this prospectus.

DESCRIPTION OF CAPITAL STOCK

The following description of our capital stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Eighth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), our Amended and Restated Bylaws (the “Bylaws”), each of which are incorporated by reference as an exhibit to the Registration Statement on Form S-3. We encourage you to read our Certificate of Incorporation, our Bylaws and the applicable provisions of the Delaware General Corporation Law, for additional information.

Authorized Capital Shares

Our authorized capital stock consists of 600,000,000 shares of Common Stock, and 10,000,000 shares of preferred stock, $0.001 par value per share (“Preferred Stock”). As of June 1, 2024, there were 370,421,466 shares of Common Stock outstanding and no shares of Preferred Stock outstanding.

Common Stock

The holders of our Common Stock are entitled to one vote per share on all matters to be voted on by our stockholders. Subject to preferences that may be applicable to any outstanding shares of Preferred Stock, holders of our Common Stock are entitled to receive ratably such dividends as may be declared by our Board of Directors out of funds legally available for that purpose. In the event of our liquidation, dissolution or winding up, the holders of Common Stock are entitled to share ratably in all assets remaining after the payment of liabilities, subject to the prior distribution rights of Preferred Stock then outstanding. Except as otherwise described below in the section entitled “Preemptive Rights; Standstill; Transfer Restrictions,” holders of Common Stock have no preemptive, conversion or subscription rights. There are no redemption or sinking fund provisions applicable to the Common Stock.

Voting Rights

Holders of our Common Stock are entitled to one vote for each share of Common Stock held by such holder on any matter submitted to a vote at a meeting of stockholders. In addition, our Certificate of Incorporation provides that certain corporate actions require the approval of our stockholders. These actions, and the vote required, are as follows:

- the removal of a director requires the vote of a majority of the voting power of our issued and outstanding capital stock entitled to vote in the election of directors; and
- the amendment of provisions of our Certificate of Incorporation relating to blank check preferred stock, the classification of our directors, the removal of directors, the filling of vacancies on our Board of Directors, cumulative voting, procedures for annual and special meetings of our stockholders, action by written consent of stockholders and procedures for the amendment of our Certificate of Incorporation require the vote of 66⅔ of our then outstanding voting securities.

Preferred Stock

Our Board of Directors has the authority, without further action by our stockholders, to designate and issue our Preferred Stock in one or more series. Our Board of Directors may also fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions, of each such series of Preferred Stock, any or all of which may be greater than or senior to those of the Common Stock. Though the actual effect of any such issuance on the rights of the holders of Common Stock will not be known until our Board of Directors determines the specific rights of the holders of Preferred Stock, the potential effects of such an issuance include:

- diluting the voting power of the holders of Common Stock;
- reducing the likelihood that holders of Common Stock will receive dividend payments;
- reducing the likelihood that holders of Common Stock will receive payments in the event of our liquidation, dissolution, or winding up; and
- delaying, deterring or preventing a change-in-control or other corporate takeover.

Registration Rights Agreement

On January 23, 2022, the Company entered into the Registration Rights Agreement, as described above.

Preemptive Rights; Standstill; Transfer Restrictions

Pursuant to the Purchase Agreements, and subject to customary exceptions, if the Company intends to issue or sell new equity securities, then each of the Purchaser Parties (as defined in the Casdin Purchase Agreement and Viking Purchase Agreement) have the right to participate in such equity offering on a pro rata basis for so long as such Purchaser Parties (as defined under each of their applicable Purchase Agreements), collectively, continue to beneficially own at least 25% of the Acquired Shares (as defined in each of the Casdin Purchase Agreement and Viking Purchase Agreement) (including Underlying Shares (as defined in each of the Casdin Purchase Agreement and Viking Purchase Agreement) issued on conversion of such Acquired Shares) issued. Pursuant to the Purchase Agreements, until the later of (x) the first anniversary of April 4, 2022 and (y) such time as such Purchaser beneficially owns securities representing less than 7.5% of the outstanding shares of Common Stock (on an as-converted basis), each selling securityholder is subject to customary standstill restrictions. The selling securityholders are prohibited under the Purchase Agreements from transferring any shares of Common Stock issued or issuable upon conversion of such shares of Series B Preferred Stock to certain purchasers who may be activists, competitors, or other significant holders, with certain exceptions.

Anti-Takeover Effects of Delaware Law and Our Certificate of Incorporation and Bylaws

Certain provisions of Delaware law and our Certificate of Incorporation and Bylaws contain provisions that could have the effect of delaying, deferring or discouraging another party from acquiring control of the Company. These provisions, which are summarized below, are expected to discourage certain types of coercive takeover practices and inadequate takeover bids. These provisions are also designed in part to encourage anyone seeking to acquire control of us to first negotiate with our Board of Directors. We believe that the advantages gained by protecting our ability to negotiate with any unsolicited and potentially unfriendly acquirer outweigh the disadvantages of discouraging such proposals, including those priced above the then-current market value of our Common Stock, because, among other reasons, the negotiation of such proposals could improve their terms.

Certificate of Incorporation and Bylaws

Our Certificate of Incorporation and Bylaws include provisions that:

- authorize our Board of Directors to issue, without further action by the stockholders, additional shares of undesignated preferred stock;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our Board of Directors, the Chairperson of the Board of Directors, the Chief Executive Officer or the President;
- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of our stockholders and an advance notice procedure for nominations of persons for election to our Board of Directors at any stockholder meeting;
- provide that directors may be removed only for cause;
- provide that (i) vacancies on our Board of Directors resulting from one or more directors resignations from our Board of Directors may be filled by a majority of directors then in office, including those who have so resigned; and (ii) vacancies on our Board of Directors resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled only by a majority of the directors then in office, even though less than a quorum, or by a sole remaining director;
- subject to the rights of holders of any outstanding Preferred Stock, establish that our Board of Directors is divided into three classes, Class I, Class II, and Class III, with each class serving staggered terms;

- specify that no stockholder is permitted to cumulate votes at any election of the Board of Directors; and
- require the affirmative vote of a majority of our Board of Directors and at least 66⅔ of the total voting power of outstanding voting securities, voting together as a single class, to amend the above-mentioned provisions.

Delaware Anti-Takeover Statute

We are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers (“Section 203”). In general, Section 203 prohibits a publicly-held Delaware corporation from engaging, under certain circumstances, in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder unless:

- prior to the date of the transaction, the Board of Directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, but not for determining the outstanding voting stock owned by the interested stockholder, (i) voting stock owned by persons who are directors and also officers, and (ii) voting stock owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to the date of the transaction, the business combination is approved by the Board of Directors of the corporation and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66⅔ of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. An interested stockholder is a person who, together with its affiliates and associates, owns, or is an affiliate or associate of the corporation and within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation’s outstanding voting stock. We expect the existence of this provision to have an anti-takeover effect with respect to transactions our Board of Directors does not approve in advance. We also anticipate that Section 203 may discourage business combinations or other attempts that might result in a premium over the market price for the shares of Common Stock held by our stockholders.

The provisions of Delaware law and our Certificate of Incorporation and Bylaws could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of our Common Stock that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

Transfer Agent and Registrar

The transfer agent and registrar for our Common Stock is Computershare Trust Company, N.A. The transfer agent’s address is 462 South 4th Street, Suite 1600, Louisville, KY 40202, and its telephone number is (800) 662-7232 or (781) 575-2879.

Nasdaq Global Select Market Listing

Our Common Stock is traded on The Nasdaq Global Select Market under the trading symbol “LAB.”

PLAN OF DISTRIBUTION

We are registering the shares of Common Stock held by the selling securityholders to permit the resale of such shares of Common Stock by the selling securityholders from time to time after the date of this prospectus. We will not receive any of the proceeds from the sale by the selling securityholders of the Common Stock. We will bear all fees and expenses incident to our obligation to register the Common Stock in this offering. Sales by the selling securityholders may not require the provision of a prospectus supplement.

The Common Stock may be sold from time to time directly by the selling securityholders, including their donees, pledgees, transferees and other successors in interest, or, alternatively, through underwriters, broker-dealers or agents, or through any combination of the foregoing methods. If the Common Stock is sold through underwriters, broker-dealers or agents, the selling securityholders will be responsible for underwriting discounts or commissions or agents' commissions, if any. The Common Stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at varying prices determined at the time of sale or at negotiated prices. Such sales may be effected in transactions, which may involve block transactions:

- on any national securities exchange or quotation service on which the Common Stock may be listed or quoted at the time of sale, including Nasdaq;
- in the over-the-counter market;
- otherwise than on such exchanges or services or in the over-the-counter market;
- through the writing of options;
- through trading plans entered into by the selling securityholder pursuant to Rule 10b5-1 under the Exchange Act that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their Common Stock on the basis of parameters described in such trading plans;
- through one or more underwritten offerings on a firm commitment or best efforts basis;
- pursuant to agreements with broker-dealers to sell a specified number of the shares of Common Stock at a stipulated price per share;
- in "at the market" offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents;
- in privately negotiated transactions;
- in options or other hedging transactions, whether through an options exchange or otherwise;
- in distributions to members, limited partners or stockholders of the selling securityholders;
- any other method permitted by applicable law; or
- through any combination of the foregoing.

The selling securityholders may also sell all or a portion of the Common Stock beneficially owned by them and offered hereby from time to time using other methods as permitted pursuant to applicable law.

In addition, the selling securityholders may resell all or a portion of the Common Stock in open market transactions in reliance upon Rule 144 under the Securities Act, as permitted by that rule, or Section 4(a)(1) under the Securities Act, if available, rather than under this prospectus, provided that they meet the criteria and conform to the requirements of those provisions.

Broker-dealers engaged by the selling securityholders may arrange for other broker-dealers to participate in sales. If the selling securityholders effect such transactions by selling the Common Stock to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling securityholders or commissions from purchasers of the Common Stock for whom they may act as agent or to whom they may sell as principal.

Such commissions will be in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction will not be in excess of a customary brokerage commission in compliance with FINRA Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with FINRA IM-2440.

In connection with sales of the Common Stock or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the Common Stock in the course of hedging in positions they assume. The selling securityholders may also sell Common Stock short and deliver Common Stock covered by this prospectus to close out short positions and to return borrowed Common Stock in connection with such short sales. The selling securityholders may also loan or pledge the Common Stock to broker-dealers that in turn may sell such Common Stock, to the extent permitted by applicable law. The selling securityholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of Common Stock offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The selling securityholders may, from time to time, pledge or grant a security interest in some or all of the Common Stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the Common Stock from time to time pursuant to this prospectus or any amendment or supplement to this prospectus under any applicable provision of the Securities Act, amending, if necessary, the list of selling securityholders to include the pledgee, transferee or other successors in interest as selling securityholders under this prospectus. The selling securityholders also may transfer and donate the Common Stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling securityholders and any broker-dealer or agents participating in the distribution of the Common Stock may be deemed to be “underwriters” within the meaning of Section 2(11) of the Securities Act in connection with such sales. In such event, any commissions paid, or any discounts or concessions allowed to, any such broker-dealer or agent and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Selling securityholders who are “underwriters” within the meaning of Section 2(11) of the Securities Act will be subject to the applicable prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities of, including but not limited to, Sections 11, 12 and 17 of the Securities Act and Rule 10b-5 under the Exchange Act.

Each selling securityholder has informed us that it is not a registered broker-dealer and does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the Common Stock. If required, the specific Common Stock to be sold, the names of the selling securityholders, the respective purchase prices and public offering prices, the names of any agent, broker-dealer or underwriter and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is a part.

Under the securities laws of some states, the Common Stock may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the Common Stock may not be sold unless such Common Stock has been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

There can be no assurance that any selling securityholder will sell any or all of the Common Stock registered pursuant to the registration statement, of which this prospectus is a part.

Each selling securityholder and any other person participating in such distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including, without limitation, to the extent applicable, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the Common Stock by the selling securityholder and any other participating person. To the extent applicable, Regulation M may also restrict the ability of any person engaged in the distribution of the Common Stock to engage in market-making activities with respect to the Common

Stock. All of the foregoing may affect the marketability of the Common Stock and the ability of any person or entity to engage in market-making activities with respect to the Common Stock.

We will pay all expenses of the registration of the shares of Common Stock pursuant to the Registration Rights Agreement, including, without limitation, Securities and Exchange Commission filing fees and expenses of compliance with state securities or "blue sky" laws; provided, however, that each selling securityholder will pay all underwriting discounts and selling commissions, if any and any related legal expenses incurred by it. We will indemnify the selling securityholders against certain liabilities, including some liabilities under the Securities Act, in accordance with the Registration Rights Agreement, or the selling securityholders will be entitled to contribution. We may be indemnified by the selling securityholders against certain liabilities, including liabilities under the Securities Act, that may arise from any written information furnished to us by the selling securityholders specifically for use in this prospectus, in accordance with the related Registration Rights Agreement, or we may be entitled to contribution.

U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS OF OUR COMMON STOCK

The following is a summary of the U.S. federal income tax consequences to non-U.S. holders (as defined below) of the ownership and disposition of our Common Stock, but does not purport to be a complete analysis of all the potential tax considerations relating thereto. This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder, administrative rulings and judicial decisions, all as of the date hereof. These authorities may be changed, possibly retroactively, and any changes may result in U.S. federal income tax consequences different from those set forth below. We have not sought any ruling from the Internal Revenue Service ("IRS") with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS will agree with such statements and conclusions.

This summary also does not address the tax considerations arising under the laws of any state, local or non-U.S. jurisdiction or under U.S. federal non-income tax laws, except to the limited extent set forth below. In addition, this discussion does not address the potential application of the alternative minimum tax or the Medicare contribution tax on net investment income or any tax considerations applicable to an investor's particular circumstances or to investors that may be subject to special tax rules, including, without limitation:

- banks, insurance companies or other financial institutions;
- tax-exempt organizations or accounts;
- controlled foreign corporations, passive foreign investment companies or corporations that accumulate earnings to avoid U.S. federal income tax;
- brokers or dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;
- persons that own, or are deemed to own, more than 5% of our capital stock, by vote or value (except to the extent specifically set forth below);
- certain former citizens or long-term residents of the United States;
- persons who hold our Common Stock as a position in a hedging transaction, "straddle," "conversion transaction" or other risk reduction transaction;
- persons who do not hold our Common Stock as a capital asset within the meaning of Section 1221 of the Code (generally property held for investment);
- persons required to accelerate the recognition of any item of gross income with respect to our Common Stock as a result of such income being recognized on an applicable financial statement; or
- persons deemed to sell our Common Stock under the constructive sale provisions of the Code.

In addition, if a partnership (or entity or arrangement classified as a partnership for U.S. federal income tax purposes) holds our Common Stock, the tax treatment of a person treated as a partner in such partnership generally will depend on the status of the partner and upon the activities of the partnership. Accordingly, partnerships that hold our Common Stock, and partners in such partnerships, should consult their tax advisors.

You are urged to consult your tax advisor with respect to the application of the U.S. federal income tax laws to your particular situation, as well as any tax consequences of the purchase, ownership and disposition of our Common Stock arising under the U.S. federal estate or gift tax laws or under the laws of any state, local, non-U.S. or other taxing jurisdiction or under any applicable tax treaty.

Non-U.S. Holder Defined

For purposes of this discussion, you are a non-U.S. holder if you are a beneficial owner of our Common Stock that is not, for U.S. federal income tax purposes, any of the following:

- an entity or arrangement treated as a partnership;

- an individual who is a citizen or resident of the United States;
- a corporation or other entity taxable as a corporation created or organized in the United States or under the laws of the United States, any State thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust (x) whose administration is subject to the primary supervision of a court within the United States and which has one or more "United States persons" (within the meaning of Section 7701(a)(30) of the Code) who have the authority to control all substantial decisions of the trust or (y) which has made a valid election under applicable Treasury regulations to be treated as a "United States person."

Distributions

We have not made any distributions on our Common Stock and do not intend to make any distributions on our Common Stock for the foreseeable future. However, if we do make distributions of cash or property on our Common Stock, those distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed both our current and accumulated earnings and profits, such excess will first constitute a return of capital and will reduce your basis in our Common Stock (determined separately with respect to each share of our Common Stock), but not below zero, and then, any amount in excess of such basis, will be treated as gain from the deemed sale of that stock.

Subject to the discussion below on effectively connected income, any dividend paid to you generally will be subject to U.S. withholding tax either at a rate of 30% of the gross amount of the dividend or such lower rate as may be specified by an applicable income tax treaty. In order to receive a reduced treaty rate, you must provide us in a timely manner an IRS Form W-8BEN, IRS Form W-8BEN-E or other appropriate version of IRS Form W-8 properly certifying qualification for the reduced rate. If you are eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty, you may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS in a timely manner. If you hold our Common Stock through a financial institution or other agent acting on your behalf, you will be required to provide appropriate documentation to the agent, who then may be required to provide the required certification to us or our paying agent, either directly or through other intermediaries. You should consult your tax advisor regarding to the availability of benefits under any applicable income tax treaty.

Dividends received by you that are effectively connected with your conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, that are attributable to a permanent establishment or fixed base maintained by you in the United States) generally are exempt from such withholding tax. In order to obtain this exemption, you must provide us with an IRS Form W-8ECI or other applicable IRS Form W-8 properly certifying such exemption. Such effectively connected dividends, although not subject to withholding tax, generally are taxed at the same graduated rates applicable to U.S. persons. In addition, if you are a corporate non-U.S. holder, dividends you receive that are effectively connected with your conduct of a U.S. trade or business may also be subject to a branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable income tax treaty, subject to certain adjustments.

Gain on Disposition of Our Common Stock

You generally will not be required to pay U.S. federal income tax on any gain realized upon the sale or other disposition of our Common Stock unless:

- the gain is effectively connected with your conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, the gain is attributable to a permanent establishment or fixed base maintained by you in the United States);
- you are an individual who is present in the United States for a period or periods aggregating 183 days or more during the taxable year in which the sale or disposition occurs and certain other conditions are met; or
- shares of our Common Stock constitute a U.S. real property interest by reason of our status as a "United States real property holding corporation" ("USRPHC") for U.S. federal income tax purposes.

We believe that we are not currently and will not become a USRPHC. However, because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property relative to the fair market value of our other business assets, there can be no assurance that we will not become a USRPHC in the future. Even if we are or become a USRPHC, as long as our Common Stock is regularly traded on an established securities market, such Common Stock will be treated as U.S. real property interest with respect to you only if you actually or constructively hold more than 5% of our Common Stock at any time during the shorter of the five-year period preceding your disposition of, or your holding period for, our Common Stock.

If you are a non-U.S. holder described in the first bullet above, you will be required to pay tax on the net gain derived from the sale under regular graduated U.S. federal income tax rates, and a corporate non-U.S. holder described in the first bullet above also may be subject to the branch profits tax at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty. If you are an individual non-U.S. holder described in the second bullet above, you will be required to pay a tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on the gain derived from the sale, which gain may be offset by U.S.-source capital losses for the year, provided you have timely filed U.S. federal income tax returns with respect to such losses. You should consult your own tax advisors regarding any applicable income tax or other treaties that may provide for different rules.

Backup Withholding and Information Reporting

Generally, we must report annually to the IRS the amount of dividends paid to you, your name and address, and the amount of tax withheld, if any. A similar report will be sent to you. Pursuant to applicable income tax treaties or other agreements, the IRS may make these reports available to tax authorities in your country of residence.

Payments of dividends on, or of proceeds from, the disposition of our Common Stock made to you may be subject to additional information reporting and backup withholding at a current rate of 24% unless you establish an exemption, for example, by properly certifying your non-U.S. status on an IRS Form W-8BEN, IRS Form W-8BEN-E or another appropriate version of IRS Form W-8.

Notwithstanding the foregoing, backup withholding and information reporting may apply if either we or our paying agent has actual knowledge, or reason to know, that you are a U.S. person.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be credited against the U.S. federal income tax liability of persons subject to backup withholding, provided that the required information is furnished to the IRS in a timely manner.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ("FATCA") generally imposes a U.S. federal withholding tax of 30% on dividends and on the gross proceeds of a disposition of our Common Stock paid to a "foreign financial institution" (as specially defined under these rules), unless otherwise provided by the Treasury Secretary or such institution enters into an agreement with the U.S. government to withhold on certain payments and to collect and provide to the U.S. tax authorities substantial information regarding the U.S. account holders of such institution (which includes certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with U.S. owners) or otherwise establishes an exemption. FATCA also generally imposes a U.S. federal withholding tax of 30% on dividends on and the gross proceeds of a disposition of our Common Stock paid to a "non-financial foreign entity" (as specially defined under these rules) unless otherwise provided by the Treasury Secretary or such entity provides the withholding agent with a certification identifying certain substantial direct and indirect U.S. owners of the entity, certifies that there are none or otherwise establishes an exemption. The withholding obligations under FATCA generally apply to payments of dividends on our Common Stock. The Treasury Secretary has issued proposed regulations providing that the withholding provisions under FATCA do not apply to payments of gross proceeds from a sale or other disposition of our Common Stock, which may be relied upon by taxpayers until final regulations are issued. Under certain circumstances, a non-U.S. holder might be eligible for refunds or credits of such taxes. An intergovernmental agreement between the United States and an applicable foreign country may modify the requirements described in this paragraph. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implications of this legislation on their investment in our Common Stock.

Each prospective investor should consult its own tax advisor regarding the particular U.S. federal, state and local and non-U.S. tax consequences of purchasing, owning and disposing of our Common Stock, including the consequences of any proposed changes in applicable laws.

LEGAL MATTERS

The validity of the securities offered hereby will be passed upon for us by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2023 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of SomaLogic, Inc. as of December 31, 2023 and 2022, and for each of the two years in the period ended December 31, 2023, appearing in this Prospectus and Registration Statement have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at www.sec.gov. Copies of certain information filed by us with the SEC are also available on our website at http://www.standardbio.com. Information accessible on or through our website is not a part of this prospectus.

This prospectus and any prospectus supplement is part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. You should review the information and exhibits in the registration statement for further information on us and our consolidated subsidiaries and the securities that we are offering. Forms of any documents establishing the terms of the offered securities are filed as exhibits to the registration statement of which this prospectus forms a part or under cover of a Current Report on Form 8-K and incorporated in this prospectus by reference. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should read the actual documents for a more complete description of the relevant matters.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference much of the information that we file with the SEC, which means that we can disclose important information to you by referring you to those publicly available documents. The information that we incorporate by reference in this prospectus is considered to be part of this prospectus. Because we are incorporating by reference future filings with the SEC, this prospectus is continually updated and those future filings may modify or supersede some of the information included or incorporated by reference in this prospectus. This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this prospectus or in any document previously incorporated by reference have been modified or superseded. Any statement contained in this prospectus or a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or a subsequently filed document incorporated by reference modifies or replaces that statement. This prospectus incorporates by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (in each case, other than those documents or the portions of those documents furnished pursuant to Items 2.02 or 7.01 of any Current Report on Form 8-K and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information), until the offering of the securities under the registration statement of which this prospectus forms a part is terminated or completed:

- our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 1, 2024, as amended by the Form 10-K/A for the year ended December 31, 2023, as filed with the SEC on April 26, 2024;
- our Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, as filed with the SEC on May 9, 2024;
- the portions of our Definitive Proxy Statement on Schedule 14A (other than information furnished rather than filed) that are incorporated by reference into our Annual Report on Form 10-K, filed with the SEC on May 21, 2024;
- our Current Reports on Form 8-K filed on January 5, 2024 (as amended on January 19, 2024), March 18, 2024, April 25, 2024 and June 3, 2024; and
- The description of our Common Stock contained in the Registration Statement on Form 8-A relating thereto, filed on February 7, 2011, including any amendment or report filed for the purpose of updating such description.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Standard BioTools Inc.
2 Tower Place, Ste 2000
South San Francisco, California 94080
Attn: Investor Relations
(650) 266-6000

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth estimated expenses in connection with the issuance and distribution of the securities being registered:

	Amount to be Paid
SEC registration fee	$36,848.64
Printing and engraving expenses	*
Accounting fees and expenses	*
Legal fees and expenses	*
Miscellaneous expenses	*
Total	$ *

* These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be estimated at this time.

Item 15. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the “DGCL”), permits a corporation to indemnify its directors and officers against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties. The directors or officers must have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. In a derivative action, an action only by or in the right of the corporation, indemnification may be made only for expenses, including attorney’s fees, actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action or suit was brought determines upon application that the defendant officers or directors are fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability. The Standard BioTools Eighth Amended and Restated Certificate of Incorporation, as amended (the “Charter”) provides that the registrant may indemnify its directors, officers, employees or agents to the fullest extent permitted by applicable law and the Standard BioTools Amended and Restated Bylaws (the “Bylaws”) provide that the registrant shall indemnify its directors and officers to the fullest extent permitted by applicable law.

Section 102(b)(7) of the DGCL permits a corporation to provide in its charter that a director or officer 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 or officer, except for liability of (1) a director or officer for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (2) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a director for payments of unlawful dividends or unlawful stock purchases or redemptions, (4) a director or officer for any transaction from which the director or officer derived an improper personal benefit, or (5) an officer in any action by or in the right of the corporation. The Charter provides for such limitation of liability with respect to directors of the corporation.

Standard BioTools Inc. has entered into indemnification agreements with its officers, directors and certain other employees. With certain exceptions, these agreements provide for indemnification for related expenses including, among others, attorneys’ fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, the Charter, the Bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise.

Item 16. Exhibits

		Incorporation by Reference				
Exhibit Number	**Exhibit Description**	**Form**	**File No.**	**Exhibit Number**	**Filing Date**	**Filed Herewith**
2.1†	Agreement and Plan of Merger, dated as of October 4, 2023, by and among Standard BioTools Inc., SomaLogic, Inc. and Martis Merger Sub Inc.	8-K	001-34180	2.1	10/4/2023	
3.1	Eighth Amended and Restated Certificate of Incorporation.	10-K	001-34180	3.1	3/28/2011	
3.2	Amended and Restated Bylaws.	S-8	333-264086	4.8	4/1/2022	
3.3	Certificate of Amendment to Eighth Amended and Restated Certificate of Incorporation, filed April 1, 2022.	S-8	333-264086	4.3	4/1/2022	
3.4	Second Certificate of Amendment to the Eighth Amended and Restated Certificate of Incorporation filed on January 4, 2024.	8-K	001-34180	3.1	1/5/2024	
4.1	Specimen Common Stock Certificate of the Registrant.	S-8	333-264086	4.1	4/1/2022	
4.2	Series B-1 Loan Agreement, dated as of January 23, 2022, by and among Fluidigm Corporation, Casdin Partners Master Fund, L.P., and Casdin Private Growth Equity Fund II, L.P.	8-K/A	001-34180	10.1	2/11/2022	
4.3	Series B-2 Loan Agreement, dated as of January 23, 2022, by and among Fluidigm Corporation, Viking Global Opportunities Illiquid Investments Sub-Master LP, and Viking Global Opportunities Drawdown (Aggregator) LP.	8-K	001-34180	10.2	1/24/2022	
4.4	Series B-1 Convertible Preferred Stock Purchase Agreement, dated as of January 23, 2022, by and among Standard BioTools Inc. (formerly Fluidigm Corporation), Casdin Private Growth Equity Fund II, L.P., and Casdin Partners Master Fund, L.P.	DEF 14A	001-34180	Anx. B	2/24/2022	
4.5	Series B-2 Convertible Preferred Stock Purchase Agreement, dated as of January 23, 2022, by and among Standard BioTools Inc. (formerly Fluidigm Corporation), Viking Global Opportunities Illiquid Investments Sub-Master LP, and Viking Global Opportunities Drawdown (Aggregator) LP.	DEF 14A	001-34180	Anx. C	2/24/2022	

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File No.	Exhibit Number	Filing Date	
4.6	Registration Rights Agreement, dated as of January 23, 2022, by and between Standard BioTools Inc. (formerly Fluidigm Corporation), Casdin Private Growth Equity Fund II, L.P., Casdin Partners Master Fund, L.P., Viking Global Opportunities Illiquid Investments Sub-Master LP, and Viking Global Opportunities Drawdown (Aggregator) LP.	8-K	001-34180	10.5	1/24/2022	
4.7	Exchange Agreement, dated March 18, 2024, by and among Standard BioTools Inc., Casdin Private Growth Equity Fund II, L.P., Casdin Partners Master Fund, L.P., Viking Global Opportunities Illiquid Investments Sub-Master LP, and Viking Global Opportunities Drawdown (Aggregator) LP.	8-K	001-34180	10.1	3/18/2024	
4.8	Indenture, dated November 22, 2019, by and between Fluidigm Corporation and U.S. Bank National Association.	8-K	001-34180	4.1	11/22/2019	
4.9	Form of 5.25% Convertible Senior Note due 2024.	8-K	001-34180	4.2	11/22/2019	
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.					X
23.1	Consent of Pricewaterhouse Coopers LLP, Independent Registered Public Accounting Firm.					X
23.2	Consent of Ernst & Young LLP, Independent Auditors.					X
23.3	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in the opinion filed as Exhibit 5.1 to this Registration Statement).					X
24.1	Power of Attorney (included on the signature page to this Registration Statement).					X
99.1	Audited consolidated financial statements of SomaLogic, Inc. as of and for the years ended December 31, 2023 and 2022.					X
99.2	Unaudited Pro Forma Condensed Combined Financial Statements of Standard BioTools Inc. and SomaLogic, Inc. for the year ended December 31, 2023 and as of and for the three months ended March 31, 2024.					X
107	Filing Fee Table.					X

† The schedules and exhibits to this exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K.

Item 17. 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 of 1933, as amended (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 Securities and Exchange 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), (a)(1)(ii) and (a)(1)(iii) 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 Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, 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) To 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.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(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 Securities and Exchange 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, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on June 18, 2024.

STANDARD BIOTOOLS INC.

By: /s/ Michael Egholm, Ph.D.

Michael Egholm, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Egholm, Ph.D. and Jeffrey Black, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Michael Egholm, Ph.D. Michael Egholm, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	June 18, 2024
/s/ Jeffrey Black Jeffrey Black	Chief Financial Officer (Principal Financial and Accounting Officer)	June 18, 2024
/s/ Thomas Carey Thomas Carey	Chair of the Board of Directors	June 18, 2024
/s/ Frank Witney, Ph.D. Frank Witney, Ph.D.	Director	June 18, 2024
/s/ Fenel M. Eloi Fenel M. Eloi	Director	June 18, 2024
/s/ Troy Cox Troy Cox	Director	June 18, 2024

Signature	Title	Date
/s/ Eli Casdin Eli Casdin	Director	June 18, 2024
/s/ Kathy Hibbs Kathy Hibbs	Director	June 18, 2024

Exhibit 5.1

MINTZ

One Financial Center
Boston, MA 02111
617 542 6000
mintz.com

June 18, 2024

Standard BioTools Inc.
2 Tower Place, Suite 2000
South San Francisco, CA 94080

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as legal counsel to Standard BioTools Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Act"), of the resale of up to 105,116,628 shares (the "Shares") of the Company's common stock, par value $0.001 per share, held by certain securityholders of the Company, which were issued by the Company upon conversion of the Company's Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock or acquired in open market transactions.

This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company's Eighth Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

On the basis of the foregoing and the assumptions set forth below, and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares, are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Registration Statement and in the Prospectus forming a part thereof and any supplement thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Standard BioTools Inc. of our report dated March 1, 2024 relating to the financial statements, which appears in Standard BioTools Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California
June 18, 2024

Exhibit 23.2

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated April 10, 2024, with respect to the consolidated financial statements of SomaLogic, Inc. included in the Registration Statement (Form S-3) and related Prospectus of Standard BioTools Inc. for the registration of 105,116,628 shares of its common stock.

/s/ Ernst & Young LLP

Denver, Colorado
June 18, 2024

Exhibit 99.1

SomaLogic, Inc.
Consolidated Financial Statements
As of and for the years ended December 31, 2023 and 2022
With report of Independent Auditors

Table of Contents

Report of Independent Auditors

Management and Board of Directors
SomaLogic, Inc.

Opinion

We have audited the consolidated financial statements of SomaLogic, Inc. (the Company), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/ Ernst & Young LLP

Denver, CO

April 10, 2024

SomaLogic, Inc.
Consolidated Balance Sheets
(in thousands, except share data)

	December 31, 2023	December 31, 2022
ASSETS		
Current assets		
Cash and cash equivalents	$ 301,455	$ 421,830
Investments	148,305	117,758
Accounts receivable, net	17,104	17,006
Inventory	14,634	13,897
Deferred costs of services	2,023	1,337
Prepaid expenses and other current assets	4,865	9,873
Total current assets	488,386	581,701
Non-current inventory	11,004	4,643
Accounts receivable, net of current portion	4,669	9,284
Property and equipment, net	18,268	19,564
Other long-term assets	5,298	5,083
Intangible assets	—	16,700
Goodwill	10,399	10,399
Total assets	$ 538,024	$ 647,374
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 13,906	$ 16,794
Accrued liabilities	17,820	20,678
Deferred revenue	3,509	3,383
Current portion of operating lease liabilities	1,730	2,477
Total current liabilities	36,965	43,332
Warrant liabilities	1,264	4,213
Deferred revenue, net of current portion	30,681	31,732
Other long-term liabilities	6,713	5,539
Total liabilities	75,623	84,816
Commitments and contingencies (Note 11)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 1,000,000 shares authorized; no shares issued and outstanding at December 31, 2023 and 2022	—	—
Common stock, $0.0001 par value; 600,000,000 shares authorized; 188,808,308 and 187,647,973 shares issued and outstanding at December 31, 2023 and 2022, respectively	19	19
Additional paid-in capital	1,190,480	1,171,122
Accumulated other comprehensive income (loss)	21	(513)
Accumulated deficit	(728,119)	(608,070)
Total stockholders' equity	462,401	562,558
Total liabilities and stockholders' equity	$ 538,024	$ 647,374

The accompanying notes are an integral part of these consolidated financial statements.

SomaLogic, Inc.
Consolidated Statements of Operations and Comprehensive Loss
(in thousands, except share and per share amounts)

	Year Ended December 31,	
	2023	**2022**
Revenue		
Assay services revenue	$ 71,951	$ 63,038
Product revenue	10,894	4,243
Collaboration revenue	3,051	3,051
Other revenue	229	27,334
Total revenue	86,125	97,666
Operating expenses		
Cost of assay services revenue	40,417	41,419
Cost of product revenue	5,806	1,945
Research and development	47,425	73,444
Selling, general and administrative	113,928	152,885
Transaction costs	7,738	3,734
Impairment of intangible asset	16,700	—
Total operating expenses	232,014	273,427
Loss from operations	(145,889)	(175,761)
Other income		
Interest income and other, net	22,846	8,049
Change in fair value of warrant liabilities	2,949	30,968
Change in fair value of earn-out liability	15	26,870
Total other income	25,810	65,887
Net loss before income tax benefit	(120,079)	(109,874)
Income tax benefit	515	717
Net loss	$ (119,564)	$ (109,157)
Other comprehensive income (loss)		
Net unrealized gain (loss) on available-for-sale securities	$ 550	$ (424)
Foreign currency translation loss	(16)	(17)
Total other comprehensive income (loss)	534	(441)
Comprehensive loss	$ (119,030)	$ (109,598)

The accompanying notes are an integral part of these consolidated financial statements.

SomaLogic, Inc.
Consolidated Statements of Stockholders' Equity
(in thousands, except share amounts)

	Common Stock					
	Shares	**Amount**	**Additional Paid-In Capital**	**Accumulated Other Comprehensive Income (Loss)**	**Accumulated Deficit**	**Total Stockholders' Equity**
Balance at December 31, 2021	181,552,241	$ 18	$ 1,110,991	$ (72)	$ (498,913)	$ 612,024
Issuance of Common Stock upon vesting of RSUs	12,031	—	—	—	—	—
Issuance of Common Stock upon exercise of options	1,906,530	—	4,813	—	—	4,813
Shares issued under employee stock purchase plan	146,699	—	372	—	—	372
Issuance of Common Stock for services	—	—	50	—	—	50
Stock-based compensation	—	—	43,064	—	—	43,064
Issuance of Common Stock upon Palamedrix acquisition	4,030,472	1	11,832	—	—	11,833
Net unrealized loss on available-for-sale securities	—	—	—	(424)	—	(424)
Foreign currency translation loss	—	—	—	(17)	—	(17)
Net loss	—	—	—	—	(109,157)	(109,157)
Balance at December 31, 2022	187,647,973	19	1,171,122	(513)	(608,070)	562,558
Issuance of Common Stock upon vesting of RSUs	793,348	—	—	—	—	—
Issuance of Common Stock upon exercise of options	135,740	—	222	—	—	222
Shares issued under employee stock purchase plan	231,247	—	454	—	—	454
Stock-based compensation	—	—	18,682	—	—	18,682
Impact of adoption of ASC 326	—	—	—	—	(485)	(485)
Net unrealized gain on available-for-sale securities	—	—	—	550	—	550
Foreign currency translation loss	—	—	—	(16)	—	(16)
Net loss	—	—	—	—	(119,564)	(119,564)
Balance at December 31, 2023	188,808,308	$ 19	$ 1,190,480	$ 21	$ (728,119)	$ 462,401

The accompanying notes are an integral part of these consolidated financial statements.

SomaLogic, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31, 2023	Year Ended December 31, 2022
Operating activities		
Net loss	$ (119,564)	$ (109,157)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation expense	20,497	43,609
Depreciation and amortization	7,391	4,571
Amortization of software for external use	41	—
Impairment of intangible asset	16,700	—
Noncash lease expense	2,261	1,760
Change in fair value of warrant liabilities	(2,949)	(30,968)
Change in fair value of earn-out liability	(15)	(26,870)
Change in fair value of contingent consideration	(482)	167
Accretion of discount on available-for-sale securities, net	(4,891)	(977)
Provision for excess and obsolete inventory	1,005	490
(Recovery) provision of expected credit losses	(299)	150
Cloud computing arrangement expenditures	(1,953)	(11,127)
Loss on disposal of assets	—	2,411
Other	55	15
Deferred income taxes	(585)	(806)
Changes in operating assets and liabilities:		
Accounts receivable	4,331	(9,366)
Inventory	(8,103)	(3,732)
Deferred costs of services	(686)	(875)
Prepaid expenses and other current assets	897	133
Other long-term assets	84	(106)
Accounts payable	(3,148)	2,340
Deferred revenue	(925)	29,730
Accrued and other liabilities	(2,874)	9,500
Operating lease liabilities	(2,424)	(1,561)
Net cash used in operating activities	(95,636)	(100,669)
Investing activities		
Palamedrix acquisition, net of cash acquired of $2,521	—	(13,256)
Purchases of property and equipment	(3,786)	(5,215)
Capitalized external use software development costs	(745)	—
Purchases of available-for-sale securities	(244,137)	(186,687)
Proceeds from maturities of available-for-sale securities	215,541	287,700
Proceeds from sales of available-for-sale securities	3,484	—
Net cash (used in) provided by investing activities	(29,643)	82,542
Financing activities		
Proceeds from exercise of stock options and employee stock purchase plan	676	5,185
Net cash provided by financing activities	676	5,185
Effect of exchange rates on cash, cash equivalents and restricted cash	(48)	(43)
Net decrease in cash, cash equivalents and restricted cash	(124,651)	(12,985)
Cash, cash equivalents and restricted cash at beginning of period	427,282	440,268
Cash, cash equivalents and restricted cash at end of period	$ 302,631	$ 427,283
Supplemental disclosure of non-cash investing and financing activities:		
Capital expenditures included in accounts payable	$ 977	$ 395
Operating lease assets obtained in exchange for lease obligations	2,022	5,318
Issuance of Common Stock upon Palamedrix acquisition	—	11,832
Consideration payable for acquisition	—	1,448
Issuance of Common Stock for services	—	50
Reconciliation of cash, cash equivalents and restricted cash		
Cash and cash equivalents	$ 301,455	$ 421,830
Restricted cash included in prepaid expenses and other current assets	547	4,658
Restricted cash included in other long-term assets	629	795
Total cash, cash equivalents and restricted cash at end of period	**$ 302,631**	**$ 427,283**

The accompanying notes are an integral part of these consolidated financial statements.

SomaLogic, Inc.
Notes to Consolidated Financial Statements

Note 1 — Description of Business

Organization and Operations

SomaLogic, Inc. (“SomaLogic” or the “Company”) operates as a protein biomarker discovery company that develops slow off-rate modified aptamers (“SOMAmers®”), which are modified nucleic acid-based protein binding reagents that are specific for their cognate protein, and offers proprietary SomaScan® services, which provide multiplex protein detection and quantification of protein levels in complex biological samples. The SOMAmers®/SomaScan® technology enables researchers to analyze various types of biological samples for protein biomarker signatures, which can be utilized in drug discovery and development.

SomaLogic, Inc. was incorporated in Delaware on December 15, 2020 as a special purpose acquisition company (“SPAC”) under the name CM Life Sciences II Inc. (“CMLS II”) for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses.

On September 1, 2021, we consummated a business combination (the “SPAC Merger”) wherein SomaLogic Operating Co. Inc. (“SomaLogic Operating”), a Delaware corporation formed on October 13, 1999, became a wholly-owned subsidiary of CMLS II. In connection with the closing of the SPAC Merger, we changed our name from CM Life Sciences II Inc. to SomaLogic, Inc.

Unless the context otherwise requires, the terms “we”, “us”, “our”, “SomaLogic" and “the Company" refer to SomaLogic, Inc. and its consolidated subsidiaries.

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with principles generally accepted in the United States (“GAAP”). All intercompany transactions and balances have been eliminated in consolidation. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Updates (“ASUs”) of the Financial Accounting Standards Board (“FASB”).

Certain reclassifications have been made to prior period amounts to conform to the current presentation.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and disclosed in the accompanying notes. Actual results could differ materially from these estimates.

Significant estimates and assumptions which form the basis of amounts reported in the consolidated financial statements include, but are not limited to, the standalone selling prices of our performance obligations; timing of revenue recognition; fair value measurements; net realizable value of inventory; income taxes; and the fair value of intangible assets acquired in business combinations. We base our estimates on current facts and circumstances, historical experience, forecasted results, and various other assumptions that we believe to be reasonable. We obtain reports from third-party valuation specialists to inform and support estimates related to certain fair value measurements.

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially expose us to concentrations of credit risk consist principally of cash, cash equivalents, investments, and accounts receivable. Accounts receivable are unsecured. Cash and cash equivalents are deposited with major financial institutions. In certain accounts, we maintain cash balances in excess of federally insured limits. We have not experienced losses in these accounts and believe that we are not exposed to significant risk.

Significant customers are those that represent more than 10% of total revenues for any period presented in the consolidated statements of operations and comprehensive loss, or that represent more than 10% of the gross accounts receivable balance as of either balance sheet date presented. The table below sets forth percentages of revenue and gross accounts receivable attributable to significant customers:

	Accounts Receivable		Revenue	
	December 31,		Year Ended December 31,	
	2023	2022	2023	2022
Customer A	*	11%	23%	19%
Customer B[1]	42%	51%	*	27%
Customer C	*	*	16%	*

(1) All revenue related to accounts receivable from Customer B was recognized during the year ended December 31, 2022.

* less than 10%

International sales entail a variety of risks, including currency exchange fluctuations, longer payment cycles, and greater difficulty in accounts receivable collection. Customers outside the United States collectively represented 51% and 35% of our revenues for the years ended December 31, 2023 and 2022, respectively. Customers outside of the United States collectively represented 11% and 23% of our gross accounts receivable balance as of December 31, 2023 and 2022, respectively.

Certain components included in our products require customization and are obtained from a single source or a limited number of suppliers.

Business Combination

We account for business combinations using the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. Application of this method of accounting requires that (i) identifiable assets acquired (including identifiable intangible assets) and liabilities assumed generally be measured and recognized at fair value as of the acquisition date and (ii) the excess of the purchase price over the net fair value of identifiable assets acquired and liabilities assumed be recognized as goodwill. Transaction costs related to business combinations are expensed as incurred and classified as transaction costs in the consolidated statements of operations and comprehensive loss. Determining the fair value of assets acquired and liabilities assumed in a business combination requires management to use significant judgment and estimates, especially with respect to intangible assets.

Contingent Consideration

Acquisition-related contingent consideration was initially recorded in the consolidated balance sheets at its acquisition-date estimated fair value, in accordance with the acquisition method of accounting. Contingent consideration liabilities contractually due beyond 12 months or to be settled in stock are recorded in other long-term liabilities on the consolidated balance sheets. The fair value of the acquisition-related contingent consideration is remeasured each reporting period, with changes in fair value recorded in selling, general and administrative expenses in the consolidated statements of operations and comprehensive loss. The fair value measurement is based on significant inputs not observable by market participants and thus represents a Level 3 input in the fair value hierarchy.

Foreign Currency Translation

The functional currency of the Company's foreign subsidiary is the British pound sterling. In preparing its consolidated financial statements, the Company is required to translate the financial statements of this subsidiary from British pounds sterling to U.S. dollars. Accordingly, the assets and liabilities of the Company's subsidiary are translated into U.S. dollars at current exchange rates and the results of operations are translated at the average exchange rates for the period. Since the Company's functional currency is deemed to be the local currency, any gain or loss associated with the translation of its consolidated financial statements is included in other comprehensive income (loss) in the consolidated statements of operations and comprehensive loss. Net foreign currency transaction gains (losses) were not significant for the years ended December 31, 2023 and 2022.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash deposits and short-term, highly liquid investments that are readily convertible into cash, with original maturities of three months or less. Cash equivalents consist primarily of amounts invested in money market funds and are stated at fair value.

Restricted Cash

Restricted cash represents cash on deposit with a financial institution as security for letters of credit outstanding for the benefit of the landlords related to operating leases and a bank guarantee with an international customer. The portion of restricted cash expected to be released within 12 months is classified as prepaid expenses and other current assets on the consolidated balance sheets and was $0.5 million and $4.7 million as of December 31, 2023 and 2022, respectively. Cash expected to be restricted for greater than 12 months is classified as other long-term assets on the consolidated balance sheets and was $0.6 million and $0.8 million as of December 31, 2023 and 2022, respectively.

Investments

The Company has designated all investments, which consist of U.S. Treasury securities, asset-backed securities, commercial paper, corporate bonds and agency bonds, as available-for-sale securities. Available-for-sale securities are reported at fair value on the consolidated balance sheets. Realized gains and losses, amortization of premiums and accretion of discounts, and interest and dividends earned on available-for-sale securities are included in interest income and other, net in the consolidated statements of operations and comprehensive loss. The cost of investments for purposes of computing realized and unrealized gains and losses is based on the specific identification method. The Company determines the appropriate classification of its debt securities at the time of purchase based on their maturities and re-evaluates such classification at each balance sheet date.

At each reporting date the Company evaluates available-for-sale marketable debt securities in an unrealized loss position to determine whether an allowance for credit loss is required. For available-for-sale marketable debt securities in an unrealized loss position, the Company will assess (i) whether it intends to sell, or (ii) it is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If the aforementioned criteria is met, such marketable debt security's amortized cost basis will be written down to its fair value through earnings along with any existing allowance for credit losses. For available-for-sale marketable debt securities that do not meet this criteria, the Company will evaluate whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, the Company considers the severity of the impairment, any changes in interest rates, underlying credit ratings, and forecasted recovery, among other factors. The credit-related portion of unrealized losses, and any subsequent improvements, are recorded in interest income and other, net in the consolidated statements of operations and comprehensive loss.

There have been no impairment or credit losses recognized during the periods presented in the accompanying consolidated statements of operations and comprehensive loss.

Any unrealized losses from declines in fair value below the amortized cost basis as a result of non-credit factors and unrealized gains are recognized in accumulated other comprehensive loss as a separate component of stockholders' equity.

Accrued interest was less than $0.1 million as of December 31, 2023 and $0.5 million as of December 31, 2022 and is presented in prepaid expenses and other current assets on the consolidated balance sheets.

Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, or the exit price, in the principal or most advantageous market for that asset or liability to be transferred in an orderly transaction between market participants on the measurement date. ASC 820, *Fair Value Measurements*, establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value. The hierarchy defines three levels of inputs that may be used to measure fair value:

- Level 1 — Quoted prices in active markets for identical assets or liabilities;
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument categorization within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Our financial instruments consist of Level 1, Level 2, and Level 3 assets and liabilities. The carrying amounts of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities, approximate fair value due to their relatively short-term maturities.

Accounts Receivable and Allowance for Expected Credit Losses

Effective January 1, 2023, we adopted the requirements of ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), along with the subsequently issued guidance amending and clarifying various aspects of ASU 2016-13, using the modified retrospective method of adoption. In accordance with that method, the comparative periods' information continues to be reported under the relevant accounting guidance in effect for that period. For the current period, the standard replaces the existing incurred credit loss model with the current expected credit losses model for financial instruments, including accounts receivable, through a cumulative-effect adjustment to accumulated deficit as of the beginning of the first reporting period in which the guidance is effective.

Accounts receivable are recorded at invoiced amounts, net of an allowance for expected credit losses. We are exposed to credit losses primarily through sales of products and services. The estimation of the allowance for expected credit losses is based on historical loss experience, the current aging status of receivables, current and estimated future economic and market conditions, and specific customer accounts considered to be at risk or uncollectible. Credit quality is monitored through the timing of payments compared to the prescribed payment terms and known facts regarding financial condition of the customer. We write off accounts receivable against the allowance for expected credit losses when we determine a balance is uncollectible and cease collection efforts. We did not write off any material accounts receivable balances during the years ended December 31, 2023 and 2022.

The non-current portion of accounts receivable primarily consists of guaranteed minimum fixed royalty payments owed to us under licensing agreements. Non-current accounts receivable are recorded net of significant financing components.

Inventory

Inventory is stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Cost is determined using a standard cost system, whereby the standard costs are updated periodically to reflect current costs. We estimate the recoverability of inventory by referencing estimates of future demands and product life cycles, including expiration. We periodically analyze our inventory levels to identify inventory that may expire prior to expected usage, no longer meets quality specifications, or has a cost basis in excess of its estimated net realizable value, and record a charge to cost of revenue for such inventory as appropriate. Inventory that is not expected to be used within 12 months of the balance sheet date is classified as non-current inventory in the accompanying consolidated balance sheets.

Software Development Costs

Internal-Use Software

The Company capitalizes certain internal and external costs related to the acquisition and development of internal-use software or cloud computing arrangements during the application development stages of projects. The costs incurred for development of software intended for internal use and cloud computing arrangements are capitalized in accordance with ASC 350-40, *Goodwill and Other, Internal-Use Software.* These costs are included in property and equipment, net of accumulated depreciation and amortization in the consolidated balance sheets.

When the software is ready for its intended use, the Company amortizes these costs using the straight-line method over the estimated useful life of the asset, or, for cloud computing service arrangements, over the term of the hosting arrangement. Costs incurred during the preliminary project or the post-implementation/operation stages of the project are expensed as incurred. The Company is also required to evaluate capitalized implementation costs for impairment as if the costs were long-lived assets.

Software Developed for Sale

The costs incurred for the development of computer software to be sold, leased, or otherwise marketed are capitalized in accordance with ASC 985-20, *Costs of Software to be Sold, Leased or Marketed*, when technological feasibility has been established. Once technological feasibility has been established, subsequent costs are capitalized until the software begins to be marketed or is released to customers after which the capitalized costs are amortized and reviewed for impairment. Technological feasibility generally occurs when all planning, design, coding and testing activities are completed that are necessary to establish that the product can be produced to meet its design specifications, including functions, features and technical performance requirements. The establishment of technological feasibility is an ongoing assessment of judgment by management with respect to certain factors, including, but not limited to, anticipated future revenues, estimated economic life and changes in technology.

Capitalized software costs include direct labor and related expenses for software development for new products. Capitalized software costs are included in other long-term assets in the consolidated balance sheets. Amortization of capitalized software development costs begins when the product is available for general release. Amortization is provided on a product-by-product basis using the straight-line method over periods of three years. Unamortized capitalized software development costs determined to be in excess of the net realizable value of the product are expensed immediately. Capitalized software costs are subject to an ongoing assessment of recoverability based on anticipated future revenues and changes in software technologies at each balance sheet date. In the event of impairment, unamortized capitalized software costs are compared to the net realizable value of the related product and the carrying value of the related assets are written down to the net realizable value to the extent the unamortized capitalized costs exceed such value. The net realizable value is the estimated future gross revenues from the related product reduced by the estimated future costs of completing and disposing of such product, including the costs of providing related maintenance and customer support.

The unamortized portion of software developed for sale is $0.7 million and nil, as of December 31, 2023 and 2022, respectively. Total amortization expense was less than $0.1 million and nil for the period ended December 31, 2023 and 2022, respectively.

Property and Equipment

Property and equipment is stated at cost, less accumulated depreciation and amortization. Additions and improvements that extend the lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred.

Costs for capital assets not yet placed into service are capitalized as construction in progress and depreciated once placed into service. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is included within loss from operations in the consolidated statements of operations and comprehensive loss.

Depreciation and amortization for property and equipment is recorded on a straight-line basis over the estimated useful lives of the assets.

The estimated useful lives of the Company's property and equipment are as follows:

Lab equipment	1 - 5 years
Computer equipment	3 years
Furniture and fixtures	4 years
Internal-use software	3 years
Leasehold improvements	Shorter of lease term or estimated useful life
Cloud computing arrangements	Term of hosting arrangement

Intangible Assets

Intangible assets consist of acquired in-process research and development ("IPR&D"). IPR&D relates to substantial research and development efforts that are incomplete at the acquisition date. IPR&D intangible assets are considered indefinite-lived until the completion or abandonment of the associated research and development efforts. During the development phase, these assets are not amortized but are tested for impairment annually during the fourth quarter of the year or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Once the IPR&D activities are completed, the intangible asset is amortized over its useful life on a straight-line basis.

During the year ended December 31, 2023, as part of our annual impairment assessment we recognized an impairment loss of $16.7 million related to our IPR&D asset (Level 3 fair value measurement). The impairment loss was due to a lowered growth outlook for products resulting from the IPR&D based on current progress of development activities and the Company's strategic priorities. The fair value of IPR&D was assessed using the multi-period excess earnings method, which estimates an intangible asset's fair value based on the present value of the incremental after-tax cash flows attributable only to the intangible asset. As a result of the assessment performed, our IPR&D asset was fully impaired.

Goodwill

Goodwill represents the excess of the purchase price from business combinations over the fair value of the net assets acquired. Goodwill is not amortized but is tested for impairment at least annually during the fourth quarter, or more frequently if events or changes in circumstances indicate that it may be impaired. All of our goodwill is assigned to our one reporting unit.

We perform impairment testing by first assessing qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount, including goodwill. If we conclude that that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, then a quantitative test is performed.

If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. If the carrying value exceeds the estimated fair value of the reporting unit, there is an impairment of goodwill and an impairment loss would be recorded. The impairment loss is calculated by comparing the fair value of the reporting unit less its carrying amount, including goodwill. Goodwill impairment would be limited to the carrying value of goodwill. There were no goodwill impairment losses recorded in any period presented.

Impairment of Long-Lived Assets

We evaluate a long-lived asset (or asset group) for impairment whenever events or changes in circumstances indicate that the carrying value of the asset (or asset group) may not be recoverable. If indicators of impairment exist and the undiscounted future cash flows that the asset (or asset group) is expected to generate are less than the carrying value of the asset (or asset group), an impairment loss is recorded to write down the asset (or asset group) to its estimated fair value. There were no impairment losses recorded in any period presented.

Leases

We determine if an arrangement is a lease at inception of the contract. Operating lease right-of-use ("ROU") assets are included in other long-term assets, and operating lease liabilities are included in other current liabilities and other long-term liabilities in the consolidated balance sheets.

ROU assets and operating lease liabilities are recognized based on the present value of the future lease payments over the lease term at commencement date. As the implicit rate in our leases is generally unknown, we use our incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. We give consideration to our credit risk, term of the lease, total lease payments and adjust for the impacts of collateral, as necessary, when calculating our incremental borrowing rates.

Operating lease ROU assets include lease incentives and initial direct costs incurred. When the lease incentives specify a maximum level of reimbursement and we are reasonably certain to incur reimbursable costs equal to or exceeding this level, we include the lease incentive in the measurement of the ROU assets and lease liabilities at commencement. The lease terms may include options to extend or terminate the lease when it is reasonably certain we will exercise any such options. Lease costs for our operating leases are recognized on a straight-line basis within operating expenses over the lease term in the consolidated statements of operations and comprehensive loss.

We have lease agreements with lease and non-lease components. However, we have elected the practical expedient to not separate lease and non-lease components for all of our existing classes of assets. Therefore, the lease and non-lease components are accounted for as a single lease component. We have also elected to not apply the recognition requirement to any short-term leases with a term of 12 months or less.

We monitor for events or changes in circumstances that may require a reassessment or impairment of our leases, at which time our ROU assets for operating leases may be reduced by impairment losses.

Earn-Out Liability

As a result of the SPAC Merger, additional shares of Common Stock were provided to SomaLogic Operating shareholders and to certain employees and directors of SomaLogic. The earn-out shares granted to shareholders were recognized as a liability in accordance with ASC 815 and remeasured at each reporting period, with changes in fair value recognized within change in fair value of earn-out liability in the consolidated statements of operations and comprehensive loss. The earn-out liability was nil at December 31, 2023 and 2022. The earn-out shares granted to employees and directors ("Service Provider Earn-Outs") were accounted for in accordance with ASC 718, *Compensation – Stock Compensation*, as they were contingent on services being provided. See Note 13.

Warrant Liabilities

During February 2021, in connection with CMLS II's initial public offering, CMLS II issued 5,519,991 warrants (the "Public Warrants") to purchase shares of Common Stock at $11.50 per share. Simultaneously, with the consummation of the CMLS II initial public offering, CMLS II issued 5,013,333 warrants through a private placement (the "Private Placement Warrants", and together with the Public Warrants, the "Warrants") to purchase shares of Common Stock at $11.50 per share. All of the Warrants were outstanding as of December 31, 2023.

We classify the Warrants as liabilities on our consolidated balance sheets as these instruments are precluded from being indexed to our own stock given that the terms allow for a settlement adjustment that does not meet the scope for the fixed-for-fixed exception in ASC 815, *Derivatives and Hedging* ("ASC 815"). Since the Warrants meet the definition of a derivative under ASC 815-40, the Company recorded these warrants as long-term liabilities at fair value on the date of the SPAC Merger, with subsequent changes in their respective fair values recognized within change in fair value of warrant liabilities in the consolidated statements of operations and comprehensive loss at each reporting date. See Note 12, *Stockholders' Equity*, for more information on the Warrants.

Revenue Recognition

We recognize revenue from sales to customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). ASC 606 provides a five-step model for recognizing revenue that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

We recognize revenue when or as control of promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. Sales, value add, and other taxes collected concurrent with revenue-producing activities are excluded from revenue.

Payment terms may vary by customer, are based on customary commercial terms, and are generally less than one year. We do not adjust revenue for the effects of a significant financing component for contracts where the period between the transfer of the good or service and collection is one year or less. We expense incremental costs to obtain a contract when incurred since the amortization period of the asset that would otherwise be recognized is one year or less.

Assay Services Revenue

We generate assay services revenue primarily from the sale of SomaScan® services. SomaScan® service revenue is derived from performing the SomaScan® assay on customer samples to generate data on protein biomarkers. Revenue from SomaScan® services is recognized at the time the analysis data or report is delivered to the customer, which is when control has been transferred to the customer. SomaScan® services are sold at a fixed price per sample without any volume discounts, rebates, or refunds.

The delivery of each assay data report is a separate performance obligation. For arrangements with multiple performance obligations, the transaction price must be allocated to each performance obligation based on its relative standalone selling price. Judgment is required to determine the standalone selling price for each distinct performance obligation as there are few directly comparable products in the market and factors such as customer size are factored into the determination of selling price. We determine standalone selling prices based on amounts invoiced to customers in observable transactions.

Product Revenue

Product revenue primarily consists of equipment and kit sales to customers that assay samples in their own laboratories, referred to as authorized sites. Equipment is generally accounted for as a bundle with installation, qualification and training services. Revenue from equipment sales is recognized based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred. Revenue from kit sales is recognized upon transfer of control to the customer. Shipping and handling costs billed to customers are included in product revenue in the consolidated statements of operations and comprehensive loss.

Collaboration Revenue

In July 2011, NEC Corporation (“NEC”) and SomaLogic entered into a Strategic Alliance Agreement (the “SAA”) to develop a professional software tool to enable SomaScan® customers to easily access and interpret the highly multiplexed proteomic data generated by SomaLogic’s SomaScan® assay technology in the United States. To support this development, NEC made an upfront payment of $12.0 million. This agreement includes a clause whereby if there is a material breach of the contract or change in control of SomaLogic, we may be required to pay a fee to terminate the agreement.

We determined that the SAA met the criteria set forth in ASC 808, *Collaborative Arrangements*, (“ASC 808”) because both parties were active participants and were exposed to significant risks and rewards dependent on commercial failure or success. We recorded the upfront payment as deferred revenue to be recognized over the period of performance of 15 years. The revenue was recorded in collaboration revenue in the consolidated statements of operations and comprehensive loss.

In March 2020, NEC and SomaLogic mutually terminated the SAA and concurrently SomaLogic and NEC Solution Innovators, Ltd. (“NES”), a wholly owned subsidiary of NEC, entered into a new arrangement, the Joint Development & Commercialization Agreement (the “JDCA”), to develop and commercialize SomaScan® services in Japan. NES agreed to make annual payments of $2.0 million for five years, for a total of $10.0 million, in exchange for research and development activities, as described below. We determined the JDCA should be accounted for as a modification of the SAA. Therefore, the remaining SAA deferred revenue balance as of the date of the modification was included as consideration under the JDCA resulting in total consideration of $15.3 million for research and development activities. We determined that this arrangement also meets the criteria set forth in ASC 808. The JDCA contains three separate performance obligations: (i) research and development activities, (ii) assay services, and (iii) a 10-year exclusive license of our intellectual property.

(i) Research and Development Activities

We determined that NES is not a customer with respect to the research and development activities associated with the collaboration arrangement under ASC 808. We recognize revenue from these activities based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred, in collaboration revenue in the consolidated statements of operations and comprehensive loss.

(ii) Assay Services

We determined that NES is a customer for the assay services performance obligation, which should be accounted for using the criteria under ASC 606. We receive a fixed fee (standalone selling price) per sample in exchange for assaying samples, which is a service performed for other customers in the ordinary course of business. This performance obligation is recognized at a point in time when the assay data report is delivered to the customer and recorded in assay services revenue in the consolidated statements of operations and comprehensive loss.

(iii) License of Intellectual Property

We determined that NES is a customer for the license performance obligation, which should be accounted for using the criteria under ASC 606. We receive royalties based on NES' net sales and determined the allocation of royalties solely to this performance obligation is consistent with the objectives in ASC 606. This performance obligation was satisfied at the beginning of the license term. Subject to the sales and usage-based royalty exception, revenue is recognized in the period in which the subsequent sale or usage has occurred. Royalties are recorded in other revenue in the consolidated statements of operations and comprehensive loss.

Other Revenue

Other revenue includes royalty revenue and revenue received from research grants. We recognize royalty revenue for fees paid by customers in return for a license to make, use or sell certain licensed products in certain geographic areas. These fees are equivalent to a percentage of the customer's related revenues. We recognize revenue for sales-based or usage-based royalties promised in exchange for a functional license of intellectual property when the later of the following events occurs: (i) the subsequent sale or usage occurs, or (ii) the performance obligation to which some or all of the sales-based or usage-based royalty has been satisfied. As such, revenue is recognized in the period in which the subsequent sale or usage has occurred.

In June 2008, SomaLogic and New England Biolabs, Inc. ("NEB") entered into an exclusive licensing agreement, whereby we provide a license to use certain proprietary information and know-how relating to its aptamer technology to make and use commercial products. In exchange, we receive royalties from NEB for this functional license of intellectual property. In September 2022, SomaLogic and NEB entered into a license and settlement agreement ("NEB Agreement") that terminated the existing exclusive licensing arrangement and provided for a settlement of $8.0 million of previously constrained royalties recognized for the year ended December 31, 2022. The NEB Agreement also provided a non-exclusive license arrangement for the same proprietary information and know-how under which we are guaranteed fixed minimum royalties of $15.0 million to be received over 3 years. We recognized revenue for the guaranteed fixed minimum royalties of $13.2 million for the year ended December 31, 2022, net of a significant financing component of $1.8 million. Interest income is recognized using the effective-interest method. Any revenue above the guaranteed fixed minimum royalties is recognized in the period in which the subsequent sale or usage has occurred. As of December 31, 2023, we have recorded a receivable of $9.0 million, of which $4.6 million is recorded in accounts receivable, net of current portion and $4.4 million is recorded in accounts receivable, net on the consolidated balance sheets. Interest income related to the significant financing component was $0.8 million and $0.3 million for the years ended December 31, 2023 and 2022, respectively, and is included in interest income and other, net in the consolidated statements of operations and comprehensive loss.

Grant revenue represents funding under cost reimbursement programs or fixed rate arrangements from government agencies and non-profit foundations for qualified research and development activities performed by SomaLogic. We recognize grant revenue when it is reasonably assured that the grant funding will be received as evidenced through the existence of a grant arrangement, amounts eligible for reimbursement are determinable and have been incurred, the applicable conditions under the grant arrangements have been met, and collectability of amounts due is reasonably assured. The classification of costs incurred related to grants is based on the nature of the activities performed by SomaLogic. Grant revenue is recognized when the related costs are incurred and recorded in other revenue in the consolidated statements of operations and comprehensive loss.

Illumina Cambridge, Ltd.

On December 31, 2021, we entered into a multi-year arrangement with Illumina Cambridge, Ltd. ("Illumina Agreement") to jointly develop and commercialize co-branded kits that will combine Illumina's Next Generation Sequencing ("NGS") technology with SomaLogic's SomaScan technology. Pursuant to the agreement, we received a non-refundable upfront payment of $30.0 million on January 4, 2022. This arrangement is accounted for in accordance with ASC 606. We concluded there are two performance obligations: (1) SOMAmer reagents necessary to develop and commercialize NGS based proteomic products, inclusive of the rights to licenses, patents and training to allow for the use of such reagents and (2) an option to purchase goods post-commercialization with a material right ("Material Right"). The total transaction price is subject to a constraint since it is uncertain that commercialization will be achieved; and therefore the transaction price was determined to be $30.0 million and was allocated to each of the performance obligations identified on a relative standalone selling price basis. Revenue from the performance obligations is recognized as follows in product revenue in the consolidated statements of operations and comprehensive loss:

Reagents: Revenue is recognized when control transfers to the customer (i.e., when the SOMAmer reagents are shipped). We estimated the standalone selling price ("SSP") based on observable pricing of similar performance obligations.

Material Right: Revenue is recognized when Illumina exercises its option to purchase goods post-commercialization. We estimated the SSP based on an incremental discount to be provided to the customer adjusted for the likelihood that Illumina will exercise the option.

In June 2022, Illumina issued a purchase order that changed the promises under the Illumina Agreement. The purchase order represents a contract modification that is accounted for prospectively as if it were a termination of the existing contract and the creation of a new contract.

As a result, we determined that there were three new performance obligations (total of five performance obligations): (1) equipment bundle that includes customization services, integration services, system qualification services, site initiation services and training ("Equipment Bundle"), (2) qualification kits, and (3) support services. The contract modification resulted in an increase in the transaction price of $0.5 million. The updated transaction price was allocated between the performance obligations on a relative SSP basis. We estimated the SSP based on observable pricing of similar performance obligations. Revenue from the performance obligations is recognized as follows in product revenue in the consolidated statements of operations and comprehensive loss:

Equipment Bundle: Revenue is recognized based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred.

Qualification Kits: Revenue is recognized when control transfers to the customer (i.e., when the qualification kits are shipped).

Support Services: Revenue is recognized for the support services as the services are provided.

We did not recognize any revenue during the years ended December 31, 2023 or 2022 pursuant to the aforementioned Illumina Agreement for performance obligations satisfied.

Cost of Assay Services Revenue

Cost of assay services revenue consists of raw materials and production costs, salaries and other personnel costs, overhead and other direct costs related to assay services revenue. It also includes costs for production variances, such as yield losses, material usages, spending and capacity variances. Cost of assay services revenue is recognized in the period the related revenue is recognized.

Cost of Product Revenue

Cost of product revenue consists primarily of raw materials, equipment and production costs, salaries and other personnel costs, overhead and other direct costs related to product revenue. Shipping and handling costs incurred for product shipments are included in cost of product revenue in the consolidated statements of operations and comprehensive loss. Cost of product revenue is recognized in the period the related revenue is recognized.

Research and Development

Research and development expenses, consisting primarily of salaries and benefits, laboratory supplies, clinical study costs, consulting fees and related costs, are expensed as incurred.

Selling, General and Administrative

Selling expenses consist primarily of personnel and marketing related costs and are expensed as incurred. Advertising costs totaled approximately $3.7 million and $3.5 million during the years ended December 31, 2023 and 2022, respectively.

General and administrative expenses consist primarily of personnel costs for the Company's finance, human resources, business development and general management, as well as professional services, such as legal and accounting services. General and administrative expenses are expensed as incurred.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based on differences between the tax bases of assets and liabilities and their respective financial reporting amounts, based on enacted tax laws and statutory tax rates applicable to the periods in which these temporary differences are expected to reverse. We evaluate the need to establish or release a valuation allowance based upon expected levels of taxable income, future reversals of existing temporary differences, tax planning strategies, and recent financial operations. Valuation allowances are established to reduce deferred tax assets to the amount expected to be more likely than not realized in the future.

The effect of income tax positions is recognized only when it is more likely than not to be sustained. Interest and penalties associated with uncertain tax positions are recorded in income tax benefit (provision) in the consolidated statements of operations and comprehensive loss.

Stock-Based Compensation

The Company incurs stock-based compensation expense related to its equity awards granted under its stock-based compensation plans. These awards include stock options and restricted stock units. The fair value of stock option awards is estimated using a Black-Scholes valuation model. The fair value of restricted stock units is the closing market price per share of the Company's stock on the grant date. The Company recognizes compensation expense on a straight-line basis over the vesting period.

The Company estimates forfeitures based on historical experience. Stock-based compensation expense is adjusted over the term of the awards to reflect their probability of vesting.

Set forth below are the assumptions used in valuing the stock options granted and a discussion of the Company's methodology for developing each of the assumptions used:

- Expected dividend yield — The Company did not pay regular dividends on its common stock and does not anticipate paying any dividends in the foreseeable future. Therefore, the Company used an expected dividend yield of zero in the option valuation model.

- Expected volatility — Volatility is a measure of the amount by which a financial variable, such as share price, has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The Company's estimate of expected volatility approximates the historical volatility of the Company's common stock.

- Risk-free interest rate — We use a range of United States Treasury rates with a term that most closely resembles the expected life of the option as of the date of which the option was granted.

- Expected average life of options — The expected life assumption is the expected time to exercise. The Company uses a simplified method to develop this assumption, which uses the average of the vesting period and the contractual terms, as the Company has limited historical information to develop reasonable expectations about future exercise patterns.

Fair Value of Common Stock

Prior to the SPAC Merger, the grant date fair value of the shares of common stock underlying stock options was determined by the Company's Board of Directors with assistance of third-party valuation specialists. Because there was no public market for the Company's common stock, the Board of Directors exercised reasonable judgment and considered a number of objective and subjective factors, combined with management's judgments, to determine the best estimate of the fair value, which include financial condition and actual operating results; the progress of the Company's research and development efforts; its stage of development; business strategy; the rights, preferences and privileges of the Company's redeemable convertible preferred stock relative to those of the Company's common stock; the prices at which the Company sold shares of its redeemable convertible preferred stock; equity market conditions of comparable public companies; general U.S. market conditions; and the lack of marketability of our common stock.

Following the SPAC Merger, the grant date fair values of equity awards are determined based on the closing price of the Company's common stock on the date of the grant.

Comprehensive Loss

Comprehensive loss is comprised of net loss and other comprehensive loss. Other comprehensive loss refers to gains and losses that are recorded as an element of stockholders' equity but excluded from net loss. Our other comprehensive loss consists of foreign currency translation adjustments and net unrealized gain or losses on investments in available-for-sale securities.

Recent Accounting Pronouncements

Recently Adopted Accounting Standards

Financial Instruments — Credit Losses. In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended, which sets forth a "current expected credit loss" ("CECL") model that requires us to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. We adopted ASU 2016-13, as amended, on January 1, 2023 using a modified retrospective approach and recorded a cumulative effect adjustment to accumulated deficit. The adoption of ASU 2016-13 did not have a material impact on our consolidated financial statements.

Accounting Standards Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*, which requires disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The new standard is effective for fiscal years beginning after December 15, 2025. The amendments may be applied prospectively or retrospectively, and early adoption is permitted. The Company is currently assessing the effects of adoption on its consolidated financial statements.

Note 3 — Business Combinations

Acquisition of Palamedrix, Inc.

On August 31, 2022, we acquired 100% of the equity interests in Palamedrix, Inc. ("Palamedrix") (the "Palamedrix Acquisition") in exchange for purchase consideration of $29.7 million, which included cash of $15.8 million, equity consideration of $12.5 million, and contingent consideration of $1.4 million. Palamedrix is a DNA nano tech firm that provides scientific and engineering expertise, miniaturization technology and enhanced ease-of-use capabilities that we intend to leverage as we develop the next generation of SomaScan Assay.

The Palamedrix Acquisition provided for up to $0.5 million to be paid to the founders contingent upon settlement of pre-acquisition legal matters (the "holdback contingent consideration"). The Palamedrix Acquisition also provided for three potential additional payments of up to $17.5 million to the owners, including non-founder and founder employees, to be settled in cash and/or Common Stock contingent on the achievement of certain net sales milestone targets by the fifth and sixth year anniversaries of the closing date of the acquisition ("milestone contingent consideration").

Consideration transferred includes 3,215,295 shares of Common Stock issued to Palamedrix securityholders. An additional 815,177 shares of Common Stock were issued to Palamedrix employees and founders that were accounted for as post-combination compensation expense. The fair value of Common Stock was based on a per share price of $3.68 on August 31, 2022, the acquisition date.

The Palamedrix Acquisition resulted in goodwill of $10.4 million attributed to operational synergies and cost savings the Company expected to achieve from the combined operations and Palamedrix's knowledgeable and experienced assembled workforce. The goodwill is not deductible for tax purposes.

All unvested awards of non-founder employees were accelerated on a discretionary basis as part of the Palamedrix Acquisition. These awards were exchanged at the close date for cash, Common Stock, and milestone consideration. As a result, the Company allocated $1.3 million of the total consideration transferred to post-combination compensation expense. The amount is recorded in selling, general and administrative in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2022.

In addition, the unvested awards of the Palamedrix founders were exchanged for cash, Common Stock, and milestone consideration on a consistent basis with all other shareholders. However, the Common Stock and milestone consideration replacement awards granted to the Palamedrix founders require continuing employment for a period of three years. The Common Stock awards vest ratably over the service period and are equity classified. The milestone consideration awards vest after a three year service period or upon the achievement of the milestones.

The milestone consideration replacement awards of non-founder and founder employees are accounted for under ASC 718. As the milestone payments are a fixed monetary value settled in cash and/or Common Stock, they are liability classified. The milestone consideration replacement awards liability was $2.2 million and $1.3 million as of December 31, 2023 and 2022, respectively, and is recorded in other long-term liabilities on the consolidated balance sheets.

We incurred $3.7 million of acquisition-related costs in connection with the Palamedrix Acquisition, which are reflected in transaction costs in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2022.

Note 4 — Deferred Revenue

Contract liabilities represent the Company's obligation to transfer goods or services to customers from which we have received consideration. Deferred revenue is classified as current if the Company expects to be able to recognize the deferred amount as revenue within 12 months of the balance sheet date. Deferred revenue is recognized as or when the Company satisfies its performance obligations under the contract.

At December 31, 2023 and 2022, deferred revenue of $34.2 million and $35.1 million, respectively, comprised balances related to our collaboration, product, assay services, and other revenue. At December 31, 2023 and 2022, the portion of deferred revenue related to collaboration revenue was $1.8 million and $2.9 million, respectively. As of December 31, 2023, the estimated remaining performance period related to the deferred collaboration revenue is approximately 1.3 years. At December 31, 2023 and 2022, the portion of deferred revenue related to assay services and other revenue was $2.0 million and $1.8 million, respectively. As of December 31, 2023, the deferred revenue related to assay services and other revenue is expected to be recognized within 12 months.

As of December 31, 2023 and 2022, the deferred product revenue related to the Illumina Agreement amounted to $30.4 million for each period. As of December 31, 2023, the estimated remaining performance obligation period is approximately 7.0 years.

Note 5 — Accounts Receivable, net

Accounts receivable, net consisted of the following:

	December 31,	
(in thousands)	**2023**	**2022**
Accounts receivable	$ 22,090	$ 26,441
Less: allowance for expected credit losses	(317)	(151)
Accounts receivable, net	$ 21,773	$ 26,290
Accounts receivable, net (current)	17,104	17,006
Accounts receivable, net of current portion	4,669	9,284

Note 6 — Fair Value Measurements

Assets measured at fair value on a recurring basis

The following tables set forth our financial assets measured at fair value on a recurring basis and the level of inputs used in such measurements:

As of December 31, 2023 *(in thousands)*	**Amortized Cost**	**Gross Unrealized Gain**	**Gross Unrealized Loss**	**Aggregate Fair Value**	**Fair Value Level**
Cash and cash equivalents:					
Cash	$ 10,857	$ —	$ —	$ 10,857	Level 1
Money market funds	290,598	—	—	290,598	Level 1
Total cash and cash equivalents	301,455	—	—	301,455	
Investments:					
U.S. Treasuries	148,251	54	—	148,305	Level 2
Total investments	148,251	54	—	148,305	
Total assets measured at fair value on a recurring basis	$ 449,706	$ 54	$ —	$ 449,760	

As of December 31, 2022 *(in thousands)*	**Amortized Cost**	**Gross Unrealized Gain**	**Gross Unrealized Loss**	**Aggregate Fair Value**	**Fair Value Level**
Cash and cash equivalents:					
Cash	$ 44,045	$ —	$ —	$ 44,045	Level 1
Money market funds	377,785	—	—	377,785	Level 1
Total cash and cash equivalents	421,830	—	—	421,830	
Investments:					
Commercial paper	58,794	—	(195)	58,599	Level 2
U.S. Treasuries	35,252	—	(175)	35,077	Level 2
Corporate bonds	11,782	—	(39)	11,743	Level 2
Agency bonds	12,426	—	(87)	12,339	Level 2
Total investments	118,254	—	(496)	117,758	
Total assets measured at fair value on a recurring basis	$ 540,084	$ —	$ (496)	$ 539,588	

Our investments consist of money market funds, commercial paper, U.S. Treasuries, corporate bonds, and agency bonds. All of the commercial paper, U.S. Treasuries, corporate bonds and agency bonds are designated as available-for-sale securities and have an effective maturity date that is less than one year from the respective balance sheet date, and accordingly, have been classified as current in the consolidated balance sheets.

We classify our investments in money market funds within Level 1 of the fair value hierarchy because they are valued using quoted market prices. We classify our commercial paper, U.S Treasuries, asset-backed securities, corporate bonds and agency bonds as Level 2 and obtain the fair value from a third-party pricing service, which may use quoted market prices for identical or comparable instruments or model-driven valuations using observable market data or inputs corroborated by observable market data.

There are no investment securities in an unrealized loss position as of December 31, 2023. Additionally, we do not intend to sell or believe that it is not more likely than not that we will be required to sell the securities before recovery of the amortized cost bases and have therefore not recorded any allowances for available-for-sale securities in our allowance for expected credit losses as of December 31, 2023. We did not recognize material realized gains or losses for the year ended December 31, 2023.

Liabilities measured at fair value on a recurring basis

The following table presents information about our liabilities that are measured at fair value on a recurring basis, and indicates the fair value hierarchy of the valuation inputs we utilized to determine such fair value:

	December 31,		**Fair Value**
(in thousands)	**2023**	**2022**	**Level**
Warrant liability - Public Warrants	$ 662	$ 2,208	Level 1
Warrant liability - Private Placement Warrants	602	2,005	Level 2
Milestone contingent consideration	1,133	1,165	Level 3
Holdback contingent consideration	—	450	Level 3
Total liabilities measured at fair value on a recurring basis	$ 2,397	$ 5,828	

Liabilities that are measured at fair value on a recurring basis are recorded on the consolidated balance sheets were as follows:

	December 31,	
	2023	**2022**
Warrant liabilities	1,264	4,213
Other long-term liabilities	1,133	1,615
Total liabilities measured at fair value	2,397	5,828

Warrant liabilities

The public warrants were valued using Level 1 inputs as they are traded in an active market. The fair value of the private placement warrants is equivalent to that of the public warrants as they have substantially the same terms; however, as they are not actively traded, they are classified as Level 2 in the hierarchy table above.

Milestone Contingent Consideration

The fair value of milestone contingent consideration was estimated using a Monte Carlo simulation model. The fair value is based on an option pricing framework, whereby a range of possible scenarios were simulated around forecasted net sales.

The significant unobservable inputs used in the Monte Carlo simulation to measure the milestone contingent consideration that are categorized within Level 3 of the fair value hierarchy were as follows:

	December 31,	
	2023	**2022**
Volatility	25.0%	35.0%
Risk-free rate	3.9%	4.0%
Weighted average cost of capital	30.0%	30.0%
Cost of debt	11.1% - 11.7%	10.0%

Holdback Contingent Consideration

The fair value of holdback contingent consideration was estimated using a scenario-based analysis. The fair value is based on the expected holdback release date and expected holdback payment. The future expected payments were discounted to the valuation date using the cost of debt.

The significant unobservable inputs used in the scenario-based analysis to measure the holdback contingent consideration that are categorized with Level 3 of the fair value hierarchy were as follows:

	December 31,	
	2023	**2022**
Cost of debt	N/A	10.2%

Note 7 — Leases

We have operating leases for certain office spaces with lease terms ranging from two to five years. These leases require monthly lease payments that may be subject to annual increases throughout the lease term. Certain of these leases also include renewal options at our election to renew or extend the leases for additional periods ranging from three to ten years. These optional periods have not been considered in the determination of the ROU assets or lease liabilities associated with these leases as we did not consider the exercise of these options to be reasonably certain. The ROU assets are included in other long-term assets on the consolidated balance sheets and were $3.7 million and $3.9 million as of December 31, 2023 and 2022, respectively.

Lease Costs

Lease costs for operating leases are recognized on a straight-line basis over the lease term. The total lease cost for the period was as follows:

	Year Ended December 31,	
(in thousands)	**2023**	**2022**
Operating lease cost (1)	$ 2,397	$ 6,879
Short-term lease cost	1,504	959
Variable lease cost	27	46
Total lease cost	$ 3,928	$ 7,884

(1) Operating lease cost includes $5.0 million lease termination fee incurred during the year ended December 31, 2022.

Lease Maturities

The table below reconciles the undiscounted lease payment maturities to the lease liabilities for our operating leases as of December 31, 2023:

(in thousands)		
2024	$	1,875
2025		1,588
2026		920
Total		4,383
Less: amount of lease payments representing interest		(246)
Present value of future lease payments		4,137
Less: current portion of operating lease liabilities		(1,730)
Long-term portion of operating lease liabilities (included in other long-term liabilities)	$	2,407

Supplemental Lease Information

Supplemental information related to our operating leases was as follows:

	December 31, 2023
Weighted average remaining lease term	2.5 years
Weighted average discount rate	4.5%

Cash paid for amounts included in the measurement of our operating lease liabilities for the years ended December 31, 2023 and 2022 was $2.6 million and $2.1 million, respectively.

In July 2023, we extended the term of a lease for office space by three years. The lease was set to expire in December 2023 and will now expire in December 2026. The amendment was accounted for as a lease modification and resulted in a $2.0 million increase to the related ROU asset and operating lease liability.

In February 2022, we executed two separate lease agreements (the "Leases") to lease buildings pending construction that had not yet commenced. Both leases were set to expire on November 30, 2033, unless extended or early terminated in accordance with the terms of the lease. In accordance with the lease agreements, we made a deposit of $4.1 million during the first quarter of 2022. The deposit was restricted from withdrawal and held by a bank in the form of collateral for an irrevocable standby letter of credit held as security.

In August 2022, we entered into a lease termination agreement (the "Lease Termination") for the Leases prior to lease commencement. As consideration for the termination of the Leases, we agreed to pay the landlord a termination fee of $6.0 million of which $2.5 million was paid on the termination date and which was subsequently reduced by $1.0 million after the landlord entered into a separate lease with a third party in December 2022. The remaining $2.5 million liability was recorded in accrued liabilities on the consolidated balance sheet as of December 31, 2022 and was paid in January 2023. The $4.1 million deposit was classified as restricted cash and included in prepaid expenses and other current assets in the consolidated balance sheet as of December 31, 2022 and was released in March 2023.

Note 8 — Inventory

Inventory comprised the following:

	December 31,			
(in thousands)		**2023**		**2022**
Raw materials	$	23,171	$	16,710
Work in process		972		1,191
Finished goods		1,495		639
Total inventory	$	25,638	$	18,540
Inventory (current)	$	14,634	$	13,897
Non-current inventory	$	11,004	$	4,643

Note 9 — Property and Equipment

Property and equipment comprised the following:

	December 31,	
(in thousands)	2023	2022
Lab equipment (1)	$ 17,689	$ 14,978
Computer equipment	1,630	1,600
Furniture and fixtures	1,420	1,343
Internal-use software	1,823	891
Cloud computing arrangements	15,720	12,520
Leasehold improvements	2,461	2,395
Construction in progress	2,061	3,736
Total property and equipment, at cost	42,804	37,463
Less: Accumulated depreciation and amortization	(24,536)	(17,899)
Property and equipment, net	$ 18,268	$ 19,564

(1) Lab equipment includes $1.3 million of equipment that is being leased to authorized sites.

Depreciation expense was $2.4 million and $1.9 million for the years ended December 31, 2023 and 2022, respectively. Amortization expense related to internal-use software and cloud computing arrangements was $5.0 million and $2.7 million for the years ended December 31, 2023 and 2022, respectively. The unamortized costs related to cloud hosting arrangements as of December 31, 2023 and 2022 was $7.1 million and $8.4 million, respectively.

Note 10 — Accrued Liabilities and Other Long-Term Liabilities

Accrued liabilities comprised the following:

	December 31,	
(in thousands)	2023	2022
Accrued compensation	14,745	13,897
Accrued restructuring costs	316	2,223
Accrued lease termination fee	—	2,500
Accrued real estate agent commission	—	764
Accrued medical claims	769	663
Contingent litigation settlement liability (Note 18)	1,219	—
Other	771	631
Total accrued liabilities	$ 17,820	$ 20,678

Other long-term liabilities comprised the following:

	December 31,	
(in thousands)	2023	2022
Long-term operating lease liabilities	$ 2,407	$ 2,063
Milestone consideration replacement award liability	2,164	1,261
Milestone contingent consideration	1,133	1,165
Holdback contingent consideration	—	450
Long-term deferred tax liability	—	585
Contingent litigation settlement liability (Note 18)	1,009	—
Other	—	15
Total other long-term liabilities	$ 6,713	$ 5,539

Note 11 — Commitments and Contingencies

Legal Proceedings

We are subject to claims and assessments from time to time in the ordinary course of business. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued.

Indemnification

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future, but that have not yet been made. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations. However, the Company may record charges in the future as a result of these indemnification obligations.

Purchase Commitments

In connection with our collaboration agreement with Illumina Cambridge, Ltd., we were required to engage with two contract manufacturing organizations in order to ensure manufacturing capacity. In 2023, we contracted with Integrated DNA Technologies, Inc. ("IDT") to manufacture custom products. Under the contract manufacturing agreement, we committed to minimum annual purchases of $2.3 million. As the minimum contract term is three years, our total purchase commitment related to the agreement is $6.9 million.

Note 12 — Stockholders' Equity

Common and Preferred Stock

On September 1, 2021, in connection with the SPAC Merger, the Company amended and restated its certificate of incorporation to authorize 600,000,000 shares of Common Stock, par value of $0.0001 per share, and 1,000,000 shares of preferred stock, par value $0.0001 per share.

Warrants

As of December 31, 2023 and 2022, there were an aggregate of 5,519,991 and 5,013,333 outstanding Public Warrants and Private Placement Warrants, respectively. Each warrant entitles the holder to purchase one share of our Common Stock at a price of $11.50 per share at any time commencing on February 25, 2022. The Warrants will expire on September 1, 2026 or earlier upon redemption or liquidation.

The Private Placement Warrants are identical to the Public Warrants, except that the Private Placement Warrants, so long as they are held by CMLS Holdings II LLC, a Delaware limited liability company (the "Sponsor") or any of its permitted transferees, (i) will not be redeemable by the Company (except as described below in "*Redemption of Warrants When the Price per Share of Common Stock Equals or Exceeds $10.00*"), (ii) may be exercised by the holders on a cashless basis, and (iii) will be entitled to certain registration rights. If the Private Placement Warrants are held by a holder other than the Sponsor or any of its permitted transferees, the Private Placement Warrants will be redeemable by the Company in all redemption scenarios applicable to the Public Warrants and exercisable by such holders on the same basis as the Public Warrants.

Redemptions of warrants when the price per share of Common Stock equals or exceeds $18.00 - Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon a minimum of 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the closing price of the Common Stock equals or exceeds $18.00 per share for any 20 trading days within a 30-trading day period ending three business days before the Company sends to the notice of redemption to the warrant holders.

Redemptions of warrants when the price per share of Common Stock equals or exceeds $10.00 - Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants:

- in whole and not in part;
- at $0.10 per warrant upon a minimum of 30 days' prior written notice of redemption, provided that holders will be able to exercise their warrants on a cashless basis prior to redemption and receive that number of shares, based on the redemption date and the "fair market value" of our Common Stock (as defined below) except as otherwise described below;
- if, and only if, the closing price equals or exceeds $10.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending three trading days before the Company sends the notice of redemption to the warrant holders; and
- if the closing price of the Common Stock for any 20 trading days within a 30-trading day period ending three trading days before the Company sends notice of redemption to the warrant holders is less than $18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like), the Private Placement Warrants must also be concurrently called for redemption on the same terms as the outstanding Public Warrants, as described above.

The "fair market value" of our Common Stock shall mean the volume weighted average price of our Common Stock during the 10 trading days immediately following the date on which the notice of redemption is sent to the holders of warrants. We will provide our warrant holders with the final fair market value no later than one business day after the 10-trading day period described above ends. In no event will the warrants be exercisable in connection with this redemption feature for more than 0.361 shares of Common Stock per warrant (subject to adjustment).

We will not redeem the Warrants as described above unless an effective registration statement under the Securities Act of 1933, as amended, covering our Common Stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Common Stock is available throughout the 30-day redemption period. If the foregoing conditions are satisfied and we issue a notice of redemption, each warrant holder will be entitled to exercise their warrants prior to the scheduled redemption date.

The Company may not redeem the Private Warrants, so long as they continue to be held by the original purchasers or permitted transferees. However, if the Private Warrants are transferred and no longer held by the original holder (or permitted transferees), such Warrants will automatically convert into Public Warrants and become subject to the same redemption provisions. Such Warrants will cease to exist as Private Warrants.

Note 13 — Stock-based Compensation

Incentive Awards Plans

We maintain three equity incentive plans – the 2009 Equity Incentive Plan (the "2009 Plan"), the 2017 Equity Incentive Plan (the "2017 Plan"), and the 2021 Equity Incentive Plan (the "2021 Plan") under which incentive and nonstatutory stock options to purchase shares of Old SomaLogic's common stock were granted to employees, directors, and non-employee consultants. The 2009 Plan was terminated upon the adoption of the 2017 Plan, and no further awards were granted under the 2009 Plan thereafter. The outstanding options previously granted under the 2009 Plan continued to remain outstanding under the 2017 Plan.

In September 2021, our Board of Directors adopted, and our stockholders approved, a new incentive plan (the "2021 Plan"), under which the Company may grant cash and equity incentive awards in the form of stock options, stock appreciation rights, restricted stock, other stock-based awards, other cash-based awards, and performance awards to employees, directors, and consultants of the Company. The 2021 Plan became effective upon the closing of the SPAC Merger. The 2017 Plan was terminated when the Board adopted the 2021 Plan but continues to govern certain terms and conditions of awards granted thereunder. As of December 31, 2023, we were authorized to issue a maximum of 39,754,402 shares of Common Stock. As of December 31, 2023, 21,689,054 awards have been granted under the 2021 Plan. As of December 31, 2023, we have reserved 51,759,527 shares of Common Stock for issuance under all incentive plans.

Employee Stock Purchase Plan

On January 1, 2022, the Company began offering an Employee Stock Purchase Plan ("ESPP"). The ESPP allows eligible employees to contribute between 2% to 15% of their base salary, deducted on each payroll date on an after-tax basis, toward the semi-annual purchase of shares of our common stock at a discounted price. Employees can purchase stock at a 15% discount applied to the closing stock price on the last day of the six-month option period.

Stock-based Compensation Expense

Stock-based compensation also includes the impact of common stock purchased through our employee stock purchase plan, which allows eligible employees to purchase shares of our Common Stock at a price equal to 85% of their fair market value on the last day of a defined offering period.

Stock-based compensation was recorded in the consolidated statements of operations and comprehensive loss as shown in the following table:

	Year Ended December 31,	
(in thousands)	**2023**	**2022**
Cost of assay services revenue	$ 695	$ 1,080
Cost of product revenue	100	53
Research and development	6,057	8,186
Selling, general and administrative	13,645	34,290
Total stock-based compensation	$ 20,497	$ 43,609

Stock-based compensation will fluctuate based on the grant-date fair value of awards, the number of awards, the requisite service period of the awards, modification of awards, employee forfeitures and the timing of the awards. Expense related to each stock option and restricted stock unit ("RSU") award is recognized on a straight-line basis over the requisite service period of the entire award.

During 2022, the Company modified options and RSUs held by certain terminated executives and certain employees whose employment was terminated as part of a strategic reorganization (see Note 17) to accelerate the vesting and/or extend contractual terms. During 2023, additional executives and employees were terminated, and equity awards were similarly modified. We incurred incremental stock-based compensation expense related to equity award modifications of $1.3 million and $8.3 million for the years ended December 31, 2023 and 2022, respectively.

Stock Options Awards

At December 31, 2023, there were 22,120,341 options outstanding within the 2009 Plan, the 2017 Plan, and the 2021 Plan and 3,279,794 options outstanding that were granted outside of the incentive plans. Generally, options vest over four years, with 25% vesting upon the first-year anniversary of the grant date and the remaining options vesting ratably each month thereafter.

The following table shows a summary of all stock option activity for the year ended December 31, 2023:

	Stock Options	Weighted Average Exercise Price (per share)	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
December 31, 2022	23,541,194	$ 6.44		
Granted	6,635,815	$ 2.43		
Exercised	(135,740)	$ 1.64		
Forfeited	(4,578,277)	$ 7.00		
Expired	(62,857)	$ 1.54		
Outstanding as of December 31, 2023	25,400,135	$ 5.33	7.66	$ 1,270
Exercisable as of December 31, 2023	15,664,993	$ 6.11	6.91	$ 214
Vested and expected to vest as of December 31, 2023	23,330,106	$ 5.47	7.54	$ 1,017

The assumptions used in valuing the stock options granted are set forth in the following table:

	Year Ended December 31,	
	2023	**2022**
Expected dividend yield	—%	—%
Expected volatility	76.95 – 80.95%	76.35 – 80.30%
Risk-free interest rate	3.38 – 4.72%	1.58 – 4.16%
Expected weighted-average life of options	5.78 years	6.03 years

The total intrinsic value of options exercised during the years ended December 31, 2023 and 2022 was approximately $0.1 million and $9.9 million, respectively.

The weighted-average grant date fair value for options granted during the years ended December 31, 2023 and 2022 was $1.68 and $4.85, respectively.

Based on options granted to employees as of December 31, 2023, total compensation expense not yet recognized related to unvested options is approximately $19.0 million, which is expected to be recognized over a weighted average period of 2.39 years.

Restricted Stock Units

RSUs vest subject to the satisfaction of service requirements. The grant-date values of these awards are determined based on the closing price of the Company's common stock on the date of the grant.

The following table shows a summary of all RSU activity for the year ended December 31, 2023:

	RSUs	Weighted-Average Grant Date Fair Value Per Share
Unvested at December 31, 2022	3,084,379	$ 4.55
Granted	1,417,710	$ 2.46
Vested	(793,348)	$ 4.74
Forfeited	(1,030,730)	$ 4.26
Unvested at December 31, 2023	2,678,011	$ 3.49
Unrecognized stock-based compensation expense at December 31, 2023 (in millions)	$ 5.7	
Weighted average remaining period at December 31, 2023	2.32 years	

The total fair value of RSUs that vested during the years ended December 31, 2023 and 2022 was $3.8 million and $0.1 million, respectively. We have not recognized any tax benefits related to the effects of employee stock-based compensation expense.

Service Provider Earn-Out Shares

The weighted average grant date fair value of the Service Provider Earn-Outs was $7.04 per share, and was recognized as stock-based compensation expense on a straight-line basis over the derived service period of 1.2 years. The assumptions used in valuing the Service Provider Earn-Outs using the Monte Carlo simulation included volatility of 89.8%, risk-free interest rate of 0.10% to 0.11%, and a stock price of $10.63 to $10.67. We recorded $5.8 million in stock-based compensation expense related to the Service Provider Earn-Outs during the year ended December 31, 2022. Expenses related to the Service Provider Earn-Outs were fully recognized as of December 31, 2022, as the derived service period passed in 2022.

Employee Stock Purchase Plan Shares

Employees purchased 231,247 shares at an average price of $1.96 during the year ended December 31, 2023 and 146,699 shares at an average price of $2.53 during the year ended December 31, 2022. The intrinsic value of ESPP options exercised was less than $0.1 million for each of the years ended December 31, 2023 and 2022. The intrinsic value is calculated as the difference between the market value on the date of purchase and the purchase price of the shares.

Replacement Awards Subject to Vesting Conditions

In connection with the Palamedrix Acquisition, we issued 1,209,801 shares of Common Stock and milestone consideration to founder employees that require continuing employment for a period of three years. Related stock-based compensation expense of $1.4 million and $0.6 million was recorded in research and development expense in the consolidated statements of operations and comprehensive loss during the years ended December 31, 2023 and 2022, respectively.

Note 14 — Income Taxes

The components of the Company's provision for income taxes are as follows:

(in thousands)	Year Ended December 31, 2023	2022
Current income tax expense (benefit)		
Federal	$ —	$ —
State	62	76
Foreign	7	13
	69	89
Deferred tax expense (benefit)		
Federal	(491)	(982)
State	(93)	176
Foreign	—	—
	(584)	(806)
Provision for income taxes	$ (515)	$ (717)

During 2023, our IPR&D asset became fully impaired, resulting in a full reversal of the indefinite-lived deferred tax liability, creating a deferred tax benefit. As a result, the Company recorded $0.5 million of income tax benefit for the year ended December 31, 2023.

The components of the deferred income tax assets and liabilities is as follows:

(in thousands)	December 31, 2023	2022
Deferred income tax assets:		
Net operating loss carryforwards	$ 126,425	$ 104,666
Research and development credits	15,976	13,780
Depreciation and amortization	425	288
Deferred revenue	8,014	8,548
Accrued expenses and non-deductible reserves	586	471
Compensation accruals	2,295	2,415
Stock-based compensation	21,713	19,065
Interest expense carryforward	—	4,920
Section 174 expense	16,014	17,714
Lease liability	970	1,105
Other	1,013	862
	193,431	173,834
Valuation allowance	(192,563)	(169,394)
Deferred tax assets (net)	868	4,440
Deferred income tax liabilities:		
Intangible assets	—	(4,065)
Right of use asset	(868)	$ (960)
Net deferred income tax liabilities	$ —	$ (585)

As of December 31, 2023, and 2022, a valuation allowance of $192.6 million and $169.4 million was established against the Company's deferred tax assets as the Company believes it is more likely than not these tax attributes would not be realizable in the future. The valuation allowance increased by $23.2 million for the year ended December 31, 2023.

The Company evaluates the need to establish a valuation allowance by considering all available positive and negative evidence, including expected levels of taxable income, future reversals of existing temporary differences, tax planning strategies, and recent financial operations. The Company establishes a valuation allowance to reduce deferred tax assets to the extent it is more likely than not that some, or all, of the deferred tax assets will not be realized. Accordingly, the Company has established a valuation allowance equal to the net realizable deferred tax assets. The Company will continue to monitor its available positive and negative evidence in assessing the realization of its deferred tax assets in the future, and should there be a need to release the valuation allowance, a tax benefit will be recorded.

As of December 31, 2023, and 2022, the Company had federal net operating losses ("NOLs") of $511.1 million and $416.3 million, respectively. Of the aggregate federal NOLs at December 31, 2023, $326.3 million can be carried forward indefinitely, and the remaining $184.8 million will begin to expire in 2024.

As of December 31, 2023, and 2022, the Company had state NOLs of $392.9 million and $359.5 million, respectively, which begin to expire in 2024.

As of December 31, 2023, and 2022, the Company had research and development credit carryforward of $17.3 million and $14.8 million, respectively, which begin to expire in 2024.

Our U.S. deferred tax assets are also subject to annual limitation under Section 382 of the Internal Revenue Code of 1986 due to stock ownership changes that have occurred. Based on annual analyses completed, we have concluded that all of our historical U.S. deferred tax assets generated through December 31, 2023 are available to us for future use to offset taxable income. We may experience ownership changes in the future as a result of shifts in our stock ownership (some of which may be outside our control). Therefore, available U.S. deferred tax assets may be further limited in the event of another significant ownership change.

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions with varying statutes of limitations. As of December 31, 2023, the Company is not under examination in any jurisdiction and the tax years 2019 through 2022 remain open to examination in its federal and state jurisdictions. The Company believes no significant changes in the unrecognized tax benefits will occur within the next 12 months.

The Company did not recognize any interests or penalties in all periods presented or accrue any interests or penalties as of December 31, 2023, and 2022.

Note 15 — Employee Benefit Plans

The Company sponsors a 401(k) plan, covering all employees in the United States. The Company matches 100% of the first 4% of employee contributions with immediate vesting. We made matching contributions of approximately $2.1 million during the years ended December 31, 2023 and 2022.

Note 16 — Related Parties

The Company paid $0.4 million of an unconditional contribution to a related party during the year ended December 31, 2022. As of December 31, 2022, there was no remaining contribution payable.

Casdin Partners Master Fund, L.P ("Casdin"), founded by Eli Casdin, a member of the Company's Board of Directors and one of our principal owners, was a shareholder of Palamedrix. Upon our acquisition of Palamedrix, Casdin received $0.8 million in cash, $0.8 million in equity, and the right to receive up to $0.3 million of milestone consideration related to the achievement of net sales milestones.

Note 17 — Restructuring

On December 16, 2022, following the completion of a strategic review of our business, we announced a workforce reduction plan (the "Strategic Reorganization") to reduce operating costs and focus on long-term growth opportunities in our life sciences business. Under this Strategic Reorganization, we reduced our workforce by approximately 16%, with a majority of these employees separating in December 2022 and the remaining affected employees separating over the next three-month period. Employees who were impacted by the restructuring were eligible to receive severance benefits contingent upon an impacted employee's execution of a separation agreement, which included a general release of claims against us. Certain impacted employees were covered by employment agreements or an existing severance plan that provides termination benefits.

Employee severance and benefits are comprised of severance, other termination benefit costs, and non-cash stock-based compensation expense for the extension of the exercise period of vested options. One-time termination benefits were recorded pursuant to ASC 420, *Exit or Disposal Cost Obligations,* while termination benefits under ongoing benefit arrangements were recorded pursuant to ASC 712, *Compensation - Nonretirement Postemployment Benefits*. See Note 13, *Stock-based Compensation,* for additional information about benefits related to the extension of the exercise period of vested options.

During the year ended December 31, 2023, the Company recognized restructuring charges of approximately $1.1 million primarily related to termination benefits under ongoing benefit arrangements. During the year ended December 31, 2022, the Company recognized restructuring charges of approximately $2.9 million comprised of $1.2 million related to one-time termination benefits, $1.0 million related to termination benefits under ongoing benefit arrangements, and $0.7 million related to non-cash stock-based compensation expense. We do not expect to incur additional material employee severance and benefits expense.

The following table outlines the components of the restructuring charges included in the consolidated statement of operations and comprehensive loss:

	Year Ended December 31,	
(in thousands)	**2023**	**2022**
Cost of assay services revenue	$ 19	$ 284
Research and development	243	1,126
Selling, general and administrative	838	1,478
Total employee severance and benefits	$ 1,100	$ 2,888

The following table outlines the changes in liabilities associated with our Strategic Reorganization, including restructuring expenses incurred and cash payments for the years ended December 31, 2023 and 2022:

(in thousands)	
Balance at December 31, 2021	$ —
Accruals	2,223
Payments	—
Balance at December 31, 2022	2,223
Accruals	1,062
Payments	(2,969)
Balance at December 31, 2023	$ 316

The restructuring liabilities are included in accrued liabilities in the consolidated balance sheets. We expect that all of the remaining accrued restructuring liabilities will be paid in cash over the next 12 months. The charges recognized in the rollforward of our accrued restructuring liabilities do not include items charged directly to expense for extension of the exercise period of vested options.

Note 18 — Subsequent Events

We evaluated all events or transactions that occurred after December 31, 2023 through April 10, 2024, the date the accompanying consolidated financial statements were available to be issued.

Standard BioTools Merger

On January 5, 2024, we completed the previously announced merger pursuant to the Agreement and Plan of Merger, dated October 4, 2023 (the "Merger Agreement"), by and among Standard BioTools Inc. ("Standard BioTools"), SomaLogic, and Martis Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Standard BioTools ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub merged with and into SomaLogic, with SomaLogic surviving as a wholly owned subsidiary of Standard BioTools (the "Merger"). At the consummation of the Merger, each issued and outstanding share of common stock of SomaLogic was converted into the right to receive 1.11 shares of common stock of Standard BioTools, and cash in lieu of fractional shares. At the effective time of the Merger, SomaLogic's common stockholders owned approximately 57%, and Standard BioTools' common stockholders owned approximately 43%, of the outstanding shares of common stock of the combined company on a fully diluted basis.

In addition, as of the effective time of the Merger, Standard BioTools assumed each SomaLogic stock incentive plan, outstanding options to purchase shares of SomaLogic common stock and outstanding restricted stock units convertible into shares of SomaLogic common stock, whether vested or unvested. In addition, all outstanding Public Warrants became private, with no changes to the terms of the warrants. All warrants will continue to be treated in accordance with their terms.

Eli Casdin, a member of our Board of Directors and one of our principal owners, is also a principal owner of Standard BioTools.

Litigation Settlements

In February 2024, litigation outstanding as of December 31, 2023 was settled with a former employee. As settlement consideration, the former employee retained 422,048 in previously forfeited unvested shares of Standard BioTools common stock (the "settlement shares"). The settlement shares converted from 380,223 shares of SomaLogic common stock at the effective time of the Merger, and were all issued and outstanding unvested shares of SomaLogic common stock as of December 31, 2023. As a result of the settlement, the Company recorded a loss contingency of $1.0 million for the accelerated vesting of the shares at their settlement-date fair value in selling, general and administrative expenses in its consolidated statement of operations and comprehensive loss for the year ended December 31, 2023. A corresponding liability was recorded in other long-term liabilities on the consolidated balance sheet as of December 31, 2023.

In March 2024, the Company agreed to settle litigation outstanding as of December 31, 2023 with former shareholders of Palamedrix by exchanging $6.2 million of cash for 1,844,917 shares of Standard BioTools common stock held ("repurchase shares") by the former Palamedrix shareholders. The estimated fair value of the repurchase shares is approximately $5.0 million. The repurchase shares were converted from 1,662,087 shares of SomaLogic common stock, which were all issued and outstanding as of December 31, 2023. The Company recorded a loss contingency of $1.2 million for the excess of the consideration to be transferred over the estimated fair value of the repurchase shares in selling, general and administrative expenses in its consolidated statement of operations and comprehensive loss for the year ended December 31, 2023. A corresponding liability was recorded in accrued liabilities on the consolidated balance sheet as of December 31, 2023.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

On January 5, 2024 (the “Closing Date”), Standard BioTools Inc. ("Standard BioTools" or the “Company”) completed the merger (the "Effective Time") pursuant to the Agreement and Plan of Merger, dated as of October 4, 2023 (the “Merger Agreement”), by and among Standard BioTools, SomaLogic, Inc. ("SomaLogic") and Martis Merger Sub, Inc. (“Merger Sub”), pursuant to which Merger Sub merged with and into SomaLogic, with SomaLogic surviving as a wholly owned subsidiary of Standard BioTools (the “Merger”). The Merger was accounted for as a business combination.

On March 18, 2024, the Company entered into an exchange agreement (the “Exchange Agreement”) with Casdin Private Growth Equity Fund II, L.P. and Casdin Partners Master Fund, L.P. (together, "Casdin"), and Viking Global Opportunities Illiquid Investments Sub Master LP and Viking Global Opportunities Drawdown LP (together, “Viking” and, collectively with Casdin, the “Investors”). Pursuant to the Exchange Agreement, the Investors exchanged an aggregate of (i) 127,780 shares of Series B-1 Convertible Preferred Stock and (ii) 127,779 shares of Series B-2 Convertible Preferred Stock, representing all of the outstanding shares of Series B Preferred Stock, for an aggregate of 92,930,553 shares of the Company’s common stock (the “Exchange”). The Exchange was completed on March 18, 2024 and was accounted for as an induced conversion.

The unaudited pro forma condensed combined statements of operations were prepared based on the historical consolidated statements of operations of Standard BioTools and SomaLogic after giving effect to the Merger and the Exchange, and after applying the assumptions and adjustments described in the accompanying notes.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2023 combines the historical audited consolidated statement of operations of Standard BioTools for the year ended December 31, 2023 and the historical audited consolidated statement of operations and comprehensive loss of SomaLogic for the year ended December 31, 2023 on a pro forma basis as if the Merger occurred on January 1, 2023, the first day of the Company’s most recently completed fiscal year.

The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024 combines the historical unaudited condensed consolidated statement of operations of Standard BioTools for the three months ended March 31, 2024, and the unaudited historical financial results of SomaLogic for the period from January 1, 2024 through the Closing Date, on a pro forma basis as if the Merger occurred on January 1, 2023, the first day of the Company’s most recently completed fiscal year.

The unaudited pro forma condensed combined financial information presented is for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the Merger or Exchange had been completed on the dates set forth above, nor is it indicative of future results or financial position of the combined company. The unaudited pro forma condensed combined financial information does not reflect any anticipated synergies or dis-synergies, operating efficiencies or cost savings that may result from the business combination. The pro forma adjustments, which Standard BioTools believes are reasonable under the circumstances, are preliminary and are based upon available information and certain assumptions described in the accompanying notes to the unaudited pro forma condensed combined financial information. Actual results and valuations may differ materially from the assumptions within the accompanying unaudited pro forma condensed combined financial information.

These unaudited pro forma condensed combined financial statements should be read in conjunction with the following:

- The accompanying notes to the unaudited pro forma condensed combined financial information;
- The historical audited consolidated financial statements of Standard BioTools as of and for the year ended December 31, 2023, included in Standard BioTools’ Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on March 1, 2024;
- The historical unaudited condensed consolidated financial statements of Standard BioTools as of and for the three months ended March 31, 2024, included in Standard BioTools’ Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 9, 2024;
- The historical audited consolidated financial statements of SomaLogic as of and for the year ended December 31, 2023, included as an exhibit to this filing.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2023
(In thousands, except for share and per share amounts)

	Standard Biotools Inc. (Note 2)	SomaLogic, Inc. (Note 2)	Transaction Accounting Adjustments: Merger		Transaction Accounting Adjustments: Exchange		Pro Forma Combined
Revenue:							
Product revenue	$ 79,198	$ 10,894	$ -		-		90,092
Services revenue	25,980	71,951	-		-		97,931
Collaboration and other revenue	1,162	3,280	-		-		4,442
Total revenue	106,340	86,125	-		-		192,465
Cost of revenue:							
Cost of product revenue	44,942	5,806	6,141	A, B, C, D	-		56,889
Cost of services revenue	10,948	40,398	(1,980)	B, C, D, F	-		49,366
Cost of collaboration and other revenue	-	-	248	D	-		248
Total cost of revenue	55,890	46,204	4,409		-		106,503
Gross profit	50,450	39,921	(4,409)				85,962
Operating expenses:							
Research and development	25,948	47,182	(8,841)	B, C, D	-		64,289
Selling, general and administrative	87,541	113,090	(266)	A, B, C, D, E	-		200,365
Restructuring and related charges	7,076	1,100	-		-		8,176
Transaction and integration expenses	6,485	7,738	-		-		14,223
Impairment of intangible asset	-	16,700	(16,700)	G	-		-
Total operating expenses	127,050	185,810	(25,807)		-		287,053
Loss from operations	(76,600)	(145,889)	21,398		-		(201,091)
Bargain purchase gain	-	-	25,213	H	-		25,213
Interest income, net	1,005	22,998	-		-		24,003
Other income, net	1,391	2,812	-		-		4,203
Loss before income taxes	(74,204)	(120,079)	46,611		-		(147,672)
Income tax (expense) benefit	(452)	515	-		-		63
Net loss	$ (74,656)	$ (119,564)	$ 46,611				$ (147,609)
Induced conversion of redeemable preferred stock	-	-	-		(46,014)	I	(46,014)
Net loss attributable to common stockholders	$ (74,656)	$ (119,564)	$ 46,611		$ (46,014)		$ (193,623)
Net loss per share attributable to common stock holders, basic and diluted	$ (0.94)						$ (0.51)
Shares used in computing net loss per share, basic and diluted	79,160		209,577	J	92,931	J	381,668

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2024
(In thousands, except for share and per share amounts)

	Standard Biotools Inc. (As Reported)	SomaLogic, Inc. (for the period from January 1, 2024 to January 5, 2024)	Transaction Accounting Adjustments				Pro Forma Combined
			Merger		Exchange		
Revenue:							
Product revenue	$ 23,592	$ 1	$ -		$ -		$ 23,593
Services revenue	21,027	603	-		-		21,630
Collaboration and other revenue	921	41	-		-		962
Total revenue	45,540	645	-		-		46,185
Cost of revenue:							
Cost of product revenue	12,781	16	-		-		12,797
Cost of services revenue	8,509	232	1,812	K	-		10,553
Cost of collaboration and other revenue	62	-	-		-		62
Total cost of revenue	21,352	248	1,812		-		23,412
Gross profit	24,188	397	(1,812)				22,773
Operating expenses:							
Research and development	15,980	652	-		-		16,632
Selling, general and administrative	46,943	1,273	(8,671)	L, M	-		39,545
Restructuring and related charges	4,284	-	-		-		4,284
Transaction and integration expenses	17,163	10,169	-		-		27,332
Impairment of intangible asset	-	-	-		-		-
Total operating expenses	84,370	12,094	(8,671)		-		87,793
Loss from operations	(60,182)	(11,697)	6,859				(65,020)
Bargain purchase gain	25,213	-	(25,213)	N	-		-
Interest income, net	5,174	209	-		-		5,383
Change in fair value of warrant liabilities	-	-	-		-		-
Other expense, net	(2,234)	(2)	-		-		(2,236)
Loss before income taxes	(32,029)	(11,490)	(18,354)		-		(61,873)
Income tax (expense) benefit	(128)	-	-		-		(128)
Net loss	$ (32,157)	$ (11,490)	$ (18,354)		$ -		$ (62,001)
Induced conversion of redeemable preferred stock	(46,014)		-		46,014	O	-
Net loss attributable to common stockholders	$ (78,171)	$ (11,490)	$ (18,354)		$ 46,014		$ (62,001)
Net loss per share attributable to common stock holders, basic and diluted	$ (0.27)		-		-		$ (0.16)
Shares used in computing net loss per share attributable to common stockholders, basic and diluted	294,125		9,212	P	78,331	P	381,668

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Description of Transaction

On January 5, 2024 (the "Closing Date"), the Company completed the Merger with SomaLogic. As a result, SomaLogic and its subsidiaries became wholly owned subsidiaries of Standard BioTools. Upon completion of the Merger, each share of SomaLogic common stock ("SomaLogic Common Stock") was exchanged for 1.11 (the "Exchange Ratio") shares of the Company's common stock ("Standard BioTools Common Stock").

At the Effective Time of the Merger, each share of SomaLogic Common Stock issued and outstanding immediately prior to the Effective Time of the Merger was cancelled and became the right to receive 1.11 fully paid and non-assessable shares of Standard BioTools Common Stock and cash in lieu of fractional shares. The Merger Agreement also provided that at the Effective Time, each SomaLogic restricted stock unit (each, a “SomaLogic RSU”), other than those SomaLogic RSUs that accelerated or lapsed as a result of the Merger, was assumed by Standard BioTools, the number of which was adjusted in accordance with the Exchange Ratio, and in accordance with the terms of the Merger Agreement. In addition, each outstanding and unexercised option to acquire SomaLogic Common Stock granted under the SomaLogic equity plan (each, a “SomaLogic Stock Option”) became an option to acquire Standard BioTools Common Stock (each, a “Standard BioTools Stock Option”), with the number of shares and exercise price adjusted by the Exchange ratio, in accordance with the terms of the Merger Agreement. Immediately following the Effective Time, SomaLogic shareholders and Standard BioTools shareholders own approximately 57% and 43%, respectively, of the Standard BioTools Common Stock, calculated based on a fully diluted basis. Each SomaLogic warrant was treated in accordance with its terms.

The Company accounted for the Merger as a business combination, using the acquisition method of accounting in accordance with the Accounting Standards Codification (“ASC”) Topic, *Business Combinations* (“ASC 805”). Standard BioTools was deemed to be the accounting acquirer. The identifiable assets acquired and liabilities assumed of SomaLogic were recorded at their estimated fair values as of the acquisition date and consolidated with those of Standard BioTools. As the fair value of the net assets acquired exceeded the fair value of consideration transferred, the transaction resulted in a bargain purchase gain. Standard BioTools was deemed to be the accounting acquirer at closing based on an evaluation of the following facts and circumstances:

- Standard BioTools initiated the transaction negotiations as part of management’s strategic focus to achieve growth through mergers and acquisitions.

- Standard BioTools shares were issued to effect the merger and will remain outstanding. The merged entity retained the Standard BioTools name.

- The composition of the combined company’s board of directors consists of seven total members. Pursuant to the Merger Agreement, three directors were appointed by Standard BioTools (one of which was the designee of the holders of the Series B-2 Preferred Stock), three directors were appointed by SomaLogic, and Casdin Capital, LLC appointed the seventh director based on its rights as a holder of Standard BioTools Series B-1 preferred shares. As such, Standard BioTools was determined to have the right to appoint four of the seven total members of the board. All directors were appointed with term limits while two of the directors determined to be appointed by Standard BioTools were not subject to a term limit.

- The Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer of Standard BioTools continued to serve in the respective roles in the combined company.

The acquisition-date fair value of consideration transferred in the Merger totaled $444.2 million, comprising the following (in thousands, except exchange ratio and share price):

Purchase consideration		
SomaLogic Common Stock issued and outstanding as of January 5, 2024		188,808
Fixed exchange ratio		1.11
Number of shares of Standard BioTools Common Stock issued to SomaLogic shareholders		209,577
Standard BioTools Common Stock price at close of Merger	$	2.00
Fair value of Standard BioTools common stock issued to SomaLogic shareholders	$	419,154
Fair value of Standard BioTools replacement equity awards attributable to pre-combination service		26,923
Less: Fair value of restricted shares subject to service conditions		(1,858)
Total consideration transferred	**$**	**444,219**

The following table reflects the preliminary allocation of consideration transferred to the identifiable assets acquired and liabilities assumed based on the estimated fair values as of the Closing Date (in thousands):

Total consideration	$	444,219
Assets acquired		
Cash and cash equivalents		278,857
Short-term investments		148,305
Accounts receivable		16,430
Inventory		14,642
Prepaid expenses and other current assets		4,835
Property and equipment		22,455
Non-current inventory		12,208
Royalty receivable		4,669
Operating lease right-of-use assets		3,796
Other non-current assets		1,590
Intangible assets		25,500
Total assets acquired		533,287
Liabilities assumed		
Accounts payable and accrued liabilities		20,660
Operating lease liabilities, current		1,601
Deferred revenue, current		3,522
Operating lease liabilities, non-current		2,193
Deferred revenue, non-current		30,667
Warrant liabilities		906
Other non-current liabilities		4,306
Total liabilities		63,855
Total fair value of net assets acquired	$	469,432
Gain on bargain purchase	$	(25,213)

The fair value of the assets acquired and liabilities assumed exceeded the fair value of the consideration transferred, resulting in a bargain purchase gain. Before recognizing a gain on a bargain purchase, management reassessed the methods used in the acquisition accounting and verified that management had identified all of the assets acquired and all of the liabilities assumed, and that there were no additional assets or liabilities to be considered. Management also reassessed the procedures used to measure amounts recognized at the Closing Date to ensure that the measurements reflected all consideration transferred based on available information as of the Closing Date. Management determined that the bargain purchase gain was primarily attributable to a rapid decline in the price of Standard BioTools' common stock in the days following the announcement of the Merger, which persisted through the close of the Merger.

2. Reclassifications

The Company identified certain reclassification adjustments that were necessary to conform the historical financial statement presentations of both companies. For purposes of the unaudited pro forma condensed combined statements of operations, SomaLogic’s statement of operations and comprehensive loss and Standard BioTools’ statement of operations for the year ended December 31, 2023 have been adjusted to reflect these reclassifications. Standard BioTools’ statement of operations included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 already reflects such reclassifications; therefore, no reclassifications were necessary to conform the unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024.

SomaLogic's consolidated statement of operations and comprehensive loss for the year ended December 31, 2023 has been adjusted to reflect the following reclassifications (in thousands):

	Historical SomaLogic	Reclassifications to conform to combined company presentation	Reclassified SomaLogic
Assay services revenue	71,951	(71,951)	-
Services revenue	-	71,951	71,951
Collaboration revenue	3,051	(3,051)	-
Other	229	(229)	-
Collaboration and other revenue	-	3,280	3,280
Cost of assay services revenue	40,417	(40,417)	-
Cost of services revenue	-	40,398	40,398
Research and development	47,425	(243)	47,182
Selling, general and administrative	113,928	(838)	113,090
Restructuring and related charges	-	1,100	1,100
Transaction costs	7,738	(7,738)	-
Transaction and integration expenses	-	7,738	7,738
Interest income and other, net	22,846	(22,846)	-
Interest income, net	-	22,998	22,998
Change in fair value of warrant liabilities	2,949	(2,949)	-
Change in fair value of earn-out liability	15	(15)	-
Other income, net	-	2,812	2,812

Standard BioTools' consolidated statement of operations for the year ended December 31, 2023 has been adjusted to reflect the following reclassifications (in thousands):

	Historical Standard BioTools	Reclassification to conform to combined company presentation	Reclassified Standard BioTools
Service and other revenue	27,142	(27,142)	-
Services revenue	-	25,980	25,980
Collaboration and other revenue	-	1,162	1,162
Cost of service and other revenue	10,948	(10,948)	-
Cost of services revenue	-	10,948	10,948
Transaction-related expenses	6,485	(6,485)	-
Transaction and integration expenses	-	6,485	6,485
Interest expense	(4,567)	4,567	-
Interest income, net	-	1,005	1,005
Other income (expense), net	6,963	(6,963)	-
Other income, net	-	1,391	1,391

3. Transaction accounting adjustments

The adjustments included in the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2023 are as follows:

A. Reflects amortization expense based on the estimated fair values and useful lives of intangible assets acquired in connection with the Merger, as follows (in thousands):

	Year ended December 31, 2023
Cost of product revenue	2,222
Selling, general and administrative	643
Total	**2,865**

The following table summarizes the estimated fair values of the identifiable intangible assets acquired, their estimated useful lives, and the impact to amortization expense (in thousands):

	Fair value	Estimated Useful Life (in years)	Pro forma amortization expense
Developed technology	20,000	9	2,222
Trade name	2,750	7	393
Customer relationships	2,750	11	250
Total	25,500		2,865

The amortization expense related to developed technology is presented in cost of product revenue, while the amortization expense related to customer relationships and trade name is presented in selling, general and administrative expenses.

B. Reflects the elimination of historical depreciation expense related to SomaLogic's property, plant and equipment based on historical cost, and reflects new depreciation expense based on the preliminary estimated fair values and useful lives of property, plant, and equipment acquired (in thousands):

	Year ended December 31, 2023		
	Historical SomaLogic depreciation expense	Pro forma depreciation expense	Pro forma adjustments
Cost of product revenue	$ (220)	$ 200	$ (20)
Cost of services revenue	(1,531)	1,395	(136)
Research and development	(1,772)	1,614	(158)
Selling, general and administrative	(3,868)	3,524	(344)
Total	**$ (7,391)**	**$ 6,733**	**$ (658)**

C. Reflects the elimination of SomaLogic historical stock-based compensation expense, and reflects new stock-based compensation based on the fair values of the replacement equity awards and vesting periods (in thousands):

	Year ended December 31, 2023		
	Historical SomaLogic stock-based compensation expense	**Pro forma stock-based compensation expense**	**Pro forma adjustments**
Cost of product revenue	(100)	27	(73)
Cost of services revenue	(695)	188	(507)
Research and development	(6,057)	1,642	(4,415)
Selling, general and administrative	(13,645)	11,172	(2,473)
Total	(20,497)	13,029	(7,468)

The adjustment to selling, general and administrative expense includes a $6.8 million charge that was recognized immediately upon consummation of the Merger.

D. Reflects reclassifications resulting from alignment of accounting policies and classification for certain functional departments, as follows (in thousands):

	Year ended December 31, 2023
Cost of product revenue (i)	4,012
Cost of collaboration and other revenue (ii)	248
Research and development (i)	(4,268)
Selling, general and administrative (i)	8

i) Reflects reclassifications made to conform Standard BioTools' historical presentation to that of SomaLogic.
ii) Reflects reclassifications made to conform SomaLogic's historical presentation to that of Standard BioTools.

E. Reflects an adjustment to record $1.9 million of cash transaction bonuses that were paid to new executives upon closing of the Merger.

F. As part of purchase accounting, the Company eliminated $1.8 million of deferred cost of sales recorded on SomaLogic's closing balance sheet as of January 5, 2024, as an acquiree's unamortized fulfillment costs do not meet the definition of an asset to the acquirer. As a result, the Company did not recognize any cost of service revenue related to the deferred costs in the statement of operations for the three months ended March 31, 2024. However, for purposes of the unaudited pro forma condensed combined statements of operations, it is assumed that the reduction to cost of service revenue would have been realized during the year ended December 31, 2023. This adjustment reflects a reduction to cost of services revenue of $1.3 million, which represents SomaLogic's unamortized deferred cost of sales as of December 31, 2022. This represents the reduction to cost of services revenue that would have been realized if the Merger had been completed on January 1, 2023.

G. Reflects the elimination of SomaLogic's impairment loss related to its in-process research & development asset, which was not allocated any value in the purchase price allocation.

H. Reflects the recognition of the bargain purchase gain as the Merger is assumed to have been completed on January 1, 2023 for purposes of the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2023.

I. Reflects the impact of the induced conversion related to the Exchange, as if the Exchange had occurred on January 1, 2023.

J. Reflects an adjustment to the weighted average shares outstanding due to the increase in the number of shares outstanding as a result of the Merger and the Exchange, as follows (in thousands):

	Year ended December 31, 2023
Pro Forma Weighted Average Shares, Basic and Diluted	
Shares of Standard BioTools common stock issued as purchase consideration	209,577
Conversion of Series B Preferred Shares	92,931
	302,508

The adjustments included in the unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024 are as follows:

K. As part of purchase accounting, the Company eliminated $1.8 million of deferred cost of sales recorded on SomaLogic's closing balance sheet as of January 5, 2024, as an acquiree's unamortized fulfillment costs do not meet the definition of an asset to an acquirer. As a result, the Company did not recognize any cost of service revenue related the deferred costs in the statement of operations for the three months ended March 31, 2024. However, for purposes of the unaudited pro forma condensed combined statements of operations, it is assumed that the reduction to cost of service revenue would have been realized during the year ended December 31, 2023. As a result, the outstanding deferred costs as of January 5, 2024 are recognized as cost of services revenue in the unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024.

L. Reflects the elimination of $6,846 thousand of post-combination stock-based compensation expense that was recognized immediately upon completion of the Merger.

M. Reflects the elimination of $1,825 thousand of cash transaction bonuses paid to new executives.

N. Reflects the elimination of the bargain purchase gain as the Merger is assumed to have been completed on January 1, 2023 for purposes of the unaudited pro forma condensed combined statements of operations.

O. Reflects the elimination of the impact of the induced conversion related to the Exchange from net loss per share.

P. Reflects an adjustment to increase weighted average shares outstanding due to common shares issued in connection with the Merger and the Exchange being outstanding for the full period (as the Merger and the Exchange are assumed to have occurred on January 1, 2023), as follows (in thousands):

	Three months ended March 31, 2024
Pro Forma Weighted Average Shares, Basic and Diluted	
Shares of Standard BioTools common stock issued as purchase consideration	9,212
Conversion of Series B Preferred Shares	78,331
	87,543

The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024 does not include adjustments related to amortization expense, depreciation expense, stock-based compensation expense, or reclassifications to align department functions. Any such adjustments would only be related to the period from January 1, 2024 to January 5, 2024, and are not material to the unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2024. The impacts of purchase accounting and accounting policy alignment and reclassifications are included in Standard BioTools' historical results of operations from the Closing Date.

4. Pro Forma Loss Per Share

The pro forma combined basic and diluted net loss per share have been adjusted to reflect the pro forma net loss for the year ended December 31, 2023 and the three months ended March 31, 2024. In addition, the number of shares used in calculating the pro forma combined basic and diluted net loss per share has been adjusted to reflect the estimated total number of shares of common stock of the combined company that would be outstanding following completion of the Merger and the Exchange. For the year ended December 31, 2023 and the three months ended March 31, 2024, the pro forma weighted average shares outstanding and pro forma net loss per share have been calculated as follows (in thousands):

Pro Forma Net Loss Attributable to Common Stockholders	Year ended December 31, 2023	Three months ended March 31, 2024
Pro forma net loss	(147,609)	(62,001)
Induced conversion of redeemable preferred stock	(46,014)	-
Pro forma net loss attributable to common stockdholers	(193,623)	(62,001)
Pro forma weighted average shares	381,668	381,668
Pro forma net loss per share, basic and diluted	(0.51)	(0.16)

*** The following potentially dilutive common shares were excluded from the computations of diluted net loss per share for the periods presented because including them would have been anti-dilutive (in thousands):

	Year ended December 31, 2023	Three months ended March 31, 2024
Replacement stock options and RSUs issued as part of the Merger	31,154	31,154
New stock options and PSUs issued for executives as part of the Merger	400	400
Standard BioTools' Stock options, RSUs, and performance stock awards	16,470	14,467
Standard BioTools' 2019 Convertible Notes	18,966	18966
SomaLogic warrants assumed in Merger	11,692	11,692
Standard BioTools' 2019 Convertible Notes potential make-whole shares	4,741	4,741
Standard BioTools' 2014 Convertible Notes	10	5
Total anti-dilutive shares	**83,433**	**81,425**

Exhibit 107

Calculation of Filing Fee Tables

Form S-3
(Form Type)

Standard BioTools Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, $0.001 par value per share	457(c)	105,116,628	$2.375 (2)	$249,651,991.50	$0.00014760	$36,848.64
Total Offering Amounts					$249,651,991.50		$36,848.64
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							$36,848.64

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), Standard BioTools Inc. (the “Registrant”) is also registering an indeterminate number of additional shares of common stock, par value $0.001 per share (“Standard BioTools Common Stock”), that may become issuable as a result of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Pursuant to Rule 457(c) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is $2.375, which is the average of the high and low prices of the Standard BioTools Common Stock on June 12, 2024 on The Nasdaq Global Select Market.