UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (date of earliest event reported): November 24, 2026

Standard BioTools Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34180**	**77-0513190**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

50 Milk Street, 10th Floor
Boston, Massachusetts 02109
(Address of principal executive offices and zip code)

(650) 266-6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol**	**Name of each exchange on which registered**
Common stock, $0.001 par value per share	LAB	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously reported, at the special meeting of stockholders (the "Special Meeting") of Standard BioTools Inc. (the "Company") on November 19, 2026, the Company's stockholders approved a proposal to amend the Company's Eighth Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding shares of common stock, par value $0.001 per share (the "Common Stock"), at a ratio in the range from 1-for-20 to 1-for-40, inclusive, with the final ratio to be mutually agreed by the Company and Treeline Biosciences, Inc. ("Treeline"), in connection with the Company's pending merger with Treeline (the "Merger") pursuant to the Agreement and Plan of Merger and Reorganization, dated as of June 6, 2026, by and among the Company, Siri Merger Sub, Inc. and Treeline (the "Merger Agreement"). The Reverse Stock Split and the Merger are described in the Company's definitive proxy statement/prospectus dated October 21, 2026, filed with the Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b)(3). The Company's Board of Directors approved the final Reverse Stock Split ratio, which was mutually agreed to by Treeline, of 1-for-35 (the "Reverse Stock Split Ratio").

On November 24, 2026, the Company filed the third certificate of amendment (the "Certificate of Amendment") to the Company's Eighth Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, with such Certificate of Amendment to be effective as of 8:00 a.m. Eastern Time on November 30, 2026 (the "Reverse Stock Split Effective Time"). As a result of the Reverse Stock Split, every 35 shares of Common Stock issued and outstanding immediately prior to the Reverse Stock Split Effective Time will be automatically combined and reclassified into one share of Common Stock. The Reverse Stock Split will not change the par value of the Common Stock or the number of authorized shares of Common Stock or preferred stock.

The Reverse Stock Split will be realized simultaneously for all shares of Common Stock, options to purchase shares of Common Stock and restricted stock units outstanding immediately prior to the Reverse Stock Split Effective Time. The Reverse Stock Split will affect all holders of shares of Common Stock outstanding immediately prior to the Reverse Stock Split Effective Time uniformly and each such stockholder will hold the same percentage of Common Stock outstanding immediately following the Reverse Stock Split as that stockholder held immediately prior to the Reverse Stock Split, except for immaterial adjustments that may result from the treatment of fractional shares. No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive fractional shares will be entitled to a cash payment (without interest) in lieu thereof. In addition, effective as of the Reverse Stock Split Effective Time and as a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and the number of shares issuable upon the exercise of all then-outstanding options to purchase shares of Common Stock and to the number of shares issuable upon the vesting of all then-outstanding restricted stock units, and the number of shares reserved for issuance pursuant to the Company's existing equity incentive plan will be reduced proportionately based on the Reverse Stock Split Ratio.

The Reverse Stock Split will reduce the number of the Company's outstanding shares of Common Stock from approximately 394.7 million shares to approximately 11.3 million shares, in each case measured as of the record date for the Special Meeting.

The Company expects that its Common Stock will begin trading on The Nasdaq Stock Market LLC ("Nasdaq") on a split-adjusted basis at the open of trading on November 30, 2026, under the Company's existing trading symbol "LAB" and with the new CUSIP number 34385P 207. Following the consummation of the Merger, the Common Stock is expected to commence trading on a split-adjusted, post-Merger basis on Nasdaq under the name "Treeline Biosciences, Inc." and ticker symbol "TRLN" on the trading day following the effective time of the Merger, at which time the Common Stock will be represented by the new CUSIP number 89469J 105.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On November 25, 2026, the Company issued a press release announcing the Reverse Stock Split and that the Board of Directors of the Company declared a special dividend of one (1) contingent value right per share of Common Stock held by holders of record as of the close of business on the last business day prior to the day on which the effective time of the Merger occurs. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth in this Item 7.01 and in the attached Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Third Certificate of Amendment to Eighth Amended and Restated Certificate of Incorporation of Standard BioTools Inc., filed November 24, 2026, effective as of November 30, 2026.
99.1	Press release dated November 25, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding the anticipated benefits of the Merger and the timing of the closing of the Merger and the combined company's trading on Nasdaq. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks, uncertainties, and assumptions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks include, but are not limited to, risks and uncertainties related to: (i) risks associated with the possible failure to satisfy the conditions to the consummation of the Merger; (ii) risks associated with the uncertainty as to the timing of the consummation of the Merger and the ability of each of Standard BioTools and Treeline to consummate the transactions contemplated by the Merger Agreement; (iii) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Merger Agreement prior to the consummation of the Merger; (iv) risks associated with the possible failure to realize certain anticipated benefits of the Merger, including with respect to future financial and operating results; (v) the effect of the completion of the Merger on the combined company's business relationships, operating results and business generally; and (vi) the risk that the parties may assume unexpected liabilities and expenses as a result of the Merger. For information regarding other related risks, see the "Risk Factors" section of Standard BioTools' Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 16, 2026, Standard BioTools' subsequent Quarterly Reports on Form 10-Q, Standard BioTools' Form S-4 Registration Statement relating to the Merger, and Standard BioTools' other filings with the SEC. Should any of these risks or uncertainties materialize, actual results could differ materially from expectations. These forward-looking statements speak only as of the date hereof. Neither Standard BioTools nor Treeline assumes any obligation to, and does not currently intend to, update any such forward-looking statements except as may be required by law.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 25, 2026

STANDARD BIOTOOLS INC.

By: /s/ Alex Kim
Name: Alex Kim
Title: Chief Financial Officer

Exhibit 3.1

THIRD CERTIFICATE OF AMENDMENT TO THE

EIGHTH AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION OF

STANDARD BIOTOOLS INC.

Standard BioTools Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**Corporation**"), hereby certifies that:

1. The name of the Corporation is Standard BioTools Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 29, 2007.

2. The Eighth Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby amended by adding the following Article XII:

"**ARTICLE XII**

As of 8:00 a.m. (Eastern Time) on November 30, 2026 (the "Effective Time"), each issued and outstanding share of the Corporation's Common Stock (including each share of treasury stock, collectively, the "Pre-Split Stock") shall automatically and without any action on the part of the holder thereof be reclassified as and reduced to one thirty-fifth (1/35th) of a share of Common Stock (such reduction of shares designated as the "Reverse Stock Split"). The par value of the Corporation's Common Stock following the Reverse Stock Split shall remain $0.001 per share. Each holder of a certificate or certificates of Pre-Split Stock shall be entitled to receive, upon surrender of such certificates to the Corporation's transfer agent for cancellation, a new certificate or certificates for a number of shares equal to such holder's Pre-Split Stock divided by thirty-five (35), with any fraction resulting from such division rounded down to the nearest whole number (in each case, such fraction, if any, being a "Fractional Share"). No Fractional Shares will be issued for Pre-Split Stock in connection with the Reverse Stock Split. Each holder of Pre-Split Stock at the Effective Time who would otherwise be entitled to a Fractional Share shall, in lieu thereof, receive a cash payment equal to (x) the Fractional Share multiplied by (y) the closing price of the Common Stock as reported on The Nasdaq Global Select Market or other principal market of the Common Stock on the first business day immediately preceding the date of the Effective Time, giving effect to the Reverse Stock Split."

3. This Certificate of Amendment to the Corporation's Eighth Amended and Restated Certificate of Incorporation, as amended, has been duly authorized and adopted by the Corporation's Board of Directors in accordance with the provisions of Section 242 of the Delaware General Corporation Law, and has been duly approved by the stockholders of the Corporation at a meeting of the stockholders on November 19, 2026, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment to the Corporation's Eighth Amended and Restated Certificate of Incorporation, as amended, shall be effective as of 8:00 a.m. (Eastern Time) on November 30, 2026.

IN WITNESS WHEREOF, Standard BioTools Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 24th day of November, 2026.

/s/ Michael Egholm

Name: Michael Egholm, Ph.D.
Title: Chief Executive Officer

Exhibit 99.1

Standard BioTools Announces 1-for-35 Reverse Stock Split and Special Dividend of Contingent Value Rights in Connection with Proposed Merger with Treeline Biosciences

Reverse stock split expected to become effective at 8:00 a.m. Eastern Time on November 30, 2026, with split-adjusted trading expected to begin that day under the ticker symbol "LAB"

Special dividend of contingent value rights expected to be distributed on December 11, 2026, to Standard BioTools stockholders of record as of the close of business on December 7, 2026

BOSTON, Mass. – November 25, 2026 – Standard BioTools Inc. (Nasdaq: LAB) ("Standard BioTools") today announced that it will implement a reverse stock split of Standard BioTools' common stock at a ratio of 1-for-35 (the "Reverse Stock Split"), in connection with the anticipated closing (the "Closing") of its previously announced merger (the "Merger") with Treeline Biosciences, Inc. ("Treeline"), a clinical-stage biopharmaceutical company, pursuant to an Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of June 6, 2026, among Treeline, Standard BioTools and Siri Merger Sub, Inc. The Reverse Stock Split was approved by Standard BioTools' stockholders at Standard BioTools' special meeting of stockholders held on November 19, 2026, with the final ratio mutually agreed by Standard BioTools and Treeline and approved by Standard BioTools' Board of Directors. The Reverse Stock Split is expected to become effective at 8:00 a.m. Eastern Time on November 30, 2026 (the "Reverse Stock Split Effective Time"), and Standard BioTools' common stock is expected to begin trading on a split-adjusted basis on The Nasdaq Global Select Market ("Nasdaq") at the market open on November 30, 2026, under Standard BioTools' existing ticker symbol "LAB." Following the Merger, the combined company will operate as Treeline Biosciences, Inc., and its common stock is expected to begin trading on The Nasdaq Stock Market LLC on the trading day following the effective time of the Merger, under the ticker symbol "TRLN."

In connection with the Reverse Stock Split, every 35 shares of Standard BioTools common stock outstanding immediately prior to the Reverse Stock Split Effective Time will be automatically combined and reclassified into one share of Standard BioTools common stock. The number of authorized shares of Standard BioTools common stock will remain unchanged, and the Reverse Stock Split will not affect the par value of Standard BioTools common stock. Proportionate adjustments will be made to the per share exercise price and the number of shares issuable upon the exercise of all then-outstanding Standard BioTools options and to the number of shares issuable upon the vesting of all then-outstanding Standard BioTools restricted stock units. No fractional shares will be issued in connection with the Reverse Stock Split, and stockholders otherwise entitled to receive a fractional share will receive cash in lieu thereof. The new CUSIP number for Standard BioTools common stock following the Reverse Stock Split will be 34385P 207. Following completion of the Reverse Stock Split, there will be approximately 11.3 million shares of Standard BioTools common stock outstanding.

The combination of, and reduction in, the issued and outstanding shares of Standard BioTools common stock as a result of the Reverse Stock Split will occur automatically at the Reverse Stock Split Effective Time. Standard BioTools' transfer agent, Computershare Trust Company, N.A. ("Computershare"), will send stockholders of record holding their shares electronically in book-entry form a transaction notice indicating the number of shares of common stock held after the Reverse Stock Split. Stockholders who hold their shares through a broker, bank, custodian or other nominee will have their positions adjusted to reflect the Reverse Stock Split, subject to their broker, bank, custodian or other nominee's particular processes.

Additional information regarding the Reverse Stock Split can be found in Standard BioTools' definitive proxy statement/prospectus dated October 21, 2026 (the "Proxy Statement/Prospectus"), filed with the Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b)(3), a copy of which is available at www.sec.gov and on Standard BioTools' website.

Also in connection with the Merger, Standard BioTools announced that its Board of Directors declared a one-time special dividend on each outstanding share of Standard BioTools common stock held as of the close of business on the last business day prior to the day on which the effective time of the Merger occurs (the "CVR Record Date"), in the form of one contingent value right (each, a "CVR") for each such share of common stock, payable on a post-Reverse Stock Split basis. The CVR Record Date is currently expected to be December 7, 2026, and the CVRs are currently expected to be distributed on December 11, 2026. The special dividend is conditioned on the consummation of the Merger. Each CVR will entitle the holder to receive contingent payments, payable in shares of Standard BioTools common stock, based on certain net proceeds received by Standard BioTools following the Closing, pursuant to the terms of a contingent value rights agreement expected to be entered into by and among Standard BioTools, Computershare, as rights agent, and its affiliate, Computershare Inc. (the "CVR Agreement"), as described in the Proxy Statement/Prospectus.

If the expected date of the Closing changes, the CVR Record Date and the distribution date will change accordingly. If the consummation of the Merger does not occur, the special dividend will be deemed not to have been declared, no CVRs will be issued and the CVR Agreement will be of no force or effect. There can be no assurance that holders of the CVRs, if issued and distributed, will receive any payments in respect of the CVRs.

About Standard BioTools Inc.

Standard BioTools Inc. (Nasdaq: LAB) is committed to setting the new standard in the life science tools industry through strategic consolidation, best-in-class operations and a world class management team. Standard BioTools' established portfolio includes essential, standardized next-generation solutions designed to help biomedical researchers develop better therapeutics faster. Learn more at standardbio.com or connect with us on X, Facebook®, LinkedIn, and YouTube™.

For Research Use Only. Not for use in diagnostic procedures. Limited Use Label License and other terms may apply: standardbio.com/legal/terms-and-conditions/. Patent and License Information: standardbio.com/legal/notices.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding the anticipated benefits of the Merger, the distribution of the CVRs and the timing and amount of any payments under the CVR Agreement, and the timing of the closing of the Merger and the combined company's trading on Nasdaq. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks, uncertainties, and assumptions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks include, but are not limited to, risks and uncertainties related to: (i) risks associated with the possible failure to satisfy the conditions to the Closing or consummation of the Merger; (ii) risks associated with the uncertainty as to the timing of the consummation of the Merger and the ability of each of Standard BioTools and Treeline to consummate the transactions contemplated by the Merger Agreement; (iii) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Merger Agreement prior to the Closing or consummation of the Merger; (iv) risks associated with the possible failure to realize certain anticipated benefits of the Merger, including with respect to future financial and operating results; (v) the effect of the completion of the Merger on the combined company's business relationships, operating results and business generally; and (vi) the risk that the parties may assume unexpected liabilities and expenses as a result of the Merger. For information regarding other related risks, see the "Risk Factors" section of Standard BioTools' Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 16, 2026, Standard BioTools' subsequent Quarterly Reports on Form 10-Q, Standard BioTools' Registration Statement on Form S-4 relating to the Merger, and Standard BioTools' other filings with the SEC. Should any of these risks or uncertainties materialize, actual results could differ materially from expectations. These forward-looking statements speak only as of the date hereof. Neither Standard BioTools nor Treeline assumes any obligation to, or currently intends to, update any such forward-looking statements except as may be required by law.

IR:
ir@standardbio.com

Media:
Dan Moore / Nick Lamplough / David Feldman
Collected Strategies
LAB-CS@collectedstrategies.com