

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

STANDARD BIOTOOLS INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0513190
(I.R.S. Employer
Identification Number)

**2 Tower Place, Suite 2000
South San Francisco, California 94080**
(Address of Principal Executive Offices) (Zip Code)

Standard BioTools Inc. Amended and Restated 2011 Equity Incentive Plan
(Full Title of Plan)

**Agnieszka Gallagher
Senior Vice President and Chief Legal Officer
2 Tower Place, Suite 2000
South San Francisco, CA 94080
(650) 266-6000**
(Name, Address and Telephone Number, including area code, of Agent for Service)

Copy 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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Standard BioTools Inc. (f/k/a Fluidigm Corporation) (the “Registrant”) for the purpose of registering an additional 4,700,000 shares of common stock, \$0.001 par value per share, of the Registrant (the “Common Stock”) reserved for issuance under the Standard BioTools Inc. Amended and Restated 2011 Equity Incentive Plan (the “2011 Plan”) effective as of June 14, 2023. This registration statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (File No. 333-172206) relating to an employee benefit plan is effective. The information contained in the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission on February 11, 2011, March 26, 2012, March 12, 2013, February 21, 2014, February 26, 2015, March 3, 2016 (as amended on March 15, 2016), January 13, 2017, January 16, 2018, January 11, 2019, June 28, 2019, July 10, 2020 and May 28, 2021 (File Nos. 333-172206, 333-180363, 333-187204, 333-194084, 333-202325, 333-209904, 333-215555, 333-222561, 333-229214, 333-232441, 333-239810, 333-256617) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description	Form	Incorporated by Reference From Exhibit Number	Date Filed
4.1	Specimen Common Stock Certificate of the Registrant.	S-8	4.1	4/1/2022
4.2	Eighth Amended and Restated Certificate of Incorporation of the Registrant filed on February 15, 2011.	10-K	3.1	3/28/2011
4.3	Certificate of Amendment to the Eighth Amended and Restated Certificate of Incorporation.	S-8	4.3	4/1/2022
4.4	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock.	8-K	3.1	11/22/2016
4.5	Certificate of Elimination of Series A Participating Preferred Stock of the Registrant.	8-K	3.1	8/2/2017
4.6	Certificate of Designations of Rights, Preferences and Privileges of Series B-1 Convertible Preferred Stock.	8-K	3.6	4/5/2022
4.7	Certificate of Designations of Rights, Preferences and Privileges of Series B-2 Convertible Preferred Stock.	8-K	3.7	4/5/2022
4.8	Amended and Restated Bylaws of Standard BioTools Inc.	S-8	4.8	4/1/2022
4.9+	Amended and Restated 2011 Equity Incentive Plan.	8-K	10.1	6/16/2023
5.1*	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.			
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.			
23.2*	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (contained in Exhibit 5.1 hereto).			
24.1*	Power of Attorney (contained on signature page hereto).			
107*	Filing Fee Table.			

* Filed herewith.

+ Indicates management contract or compensatory plan, contract, or arrangement.

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-8 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 16, 2023.

STANDARD BIOTOOLS INC.

By: /s/ Michael Egholm, Ph.D.
Name: Michael Egholm, Ph.D.
Title: 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 each of Michael Egholm, Ph.D., Jeffrey G. Black and Agnieszka Gallagher as his or her true and lawful attorney-in-fact and agent, each acting alone, 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 or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxy and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxy and agents, each action alone, or 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 indicated on June 16, 2023.

Signature	Title	Date
<u>/s/ Michael Egholm, Ph.D.</u> Michael Egholm, Ph.D.	President and Chief Executive Officer (Principal Executive Officer); Director	June 16, 2023
<u>/s/ Jeffrey G. Black</u> Jeffrey G. Black	Chief Financial Officer (Principal Financial and Accounting Officer)	June 16, 2023
<u>/s/ Carlos V. Paya, M.D., Ph.D.</u> Carlos V. Paya, M.D., Ph.D.	Chairman of the Board of Directors	June 16, 2023
<u>/s/ Frank R. Witney, Ph.D.</u> Frank R. Witney, Ph.D.	Director	June 16, 2023
<u>/s/ Fenel M. Eloi</u> Fenel M. Eloi	Director	June 16, 2023
<u>/s/ Laura M. Clague</u> Laura M. Clague	Director	June 16, 2023
<u>/s/ Eli Casdin</u> Eli Casdin	Director	June 16, 2023
<u>/s/ Martin D. Madaus, Ph.D.</u> Martin D. Madaus, Ph.D.	Director	June 16, 2023

Calculation of Filing Fee Tables

Form S-8
(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	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) and 457(h)	4,700,000(1)	\$2.1675(2)	\$10,187,250.00	\$0.00011020	\$1,122.64
Total Offering Amounts					\$10,410,500.00		\$1,122.64
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$1,122.64

- (1) The number of shares of common stock, par value \$0.001 per share (“Common Stock”) of Standard BioTools Inc. (the “Registrant”) stated above consists of additional shares of Common Stock available for issuance pursuant to the Standard BioTools Inc. Amended and Restated 2011 Equity Incentive Plan (the “2011 Plan”). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2011 Plan by reason of an event such as any stock split, stock dividend or similar adjustment effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future grant or issuance under the 2011 Plan are based on the average of the high and the low price of Registrant’s Common Stock as reported on The Nasdaq Global Select Market as of a date (June 15, 2023) within five business days prior to filing this Registration Statement.

Exhibit 5.1

June 16, 2023

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

Re: Registration Statement on Form S-8

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-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 4,700,000 additional shares (the "Shares") of the Company's common stock, par value \$0.001 per share, that may be issued pursuant to the Company's Amended and Restated 2011 Equity Incentive Plan (the "2011 Plan"). 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 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. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the 2011 Plan.

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.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the 2011 Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent 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.

506086430v.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Standard BioTools Inc. of our report dated March 14, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Standard BioTools Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

San Jose, California
June 16, 2023