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 16, 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 8.01. Other Events.

As previously disclosed, on June 6, 2026, Standard BioTools Inc., a Delaware corporation ("Standard BioTools" or the "Company"), entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") by and among the Company, Treeline Biosciences, Inc., a Delaware corporation ("Treeline"), and Siri Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub"). Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Treeline (the "Merger"), with Treeline surviving the Merger as a wholly owned subsidiary of the Company.

In connection with the Merger and related stockholder vote, the Company filed with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 (File No. 333-297560), as amended (the "Registration Statement"), which was declared effective by the SEC on October 21, 2026. The Registration Statement includes a proxy statement/prospectus with respect to the special meeting of the Company's stockholders scheduled to be held on November 19, 2026 (the "Special Meeting") in connection with the Merger. The definitive proxy statement/prospectus was filed with the SEC on October 21, 2026 (the "Definitive Proxy Statement/Prospectus").

Certain Litigation

In connection with the Merger, between July 27, 2026 and November 9, 2026, the Company received 15 demand letters, including one demand made pursuant to Section 220 of the Delaware General Corporation Law seeking certain books and records of the Company, from purported stockholders of the Company (the "Demand Letters"). The Demand Letters generally allege that the Registration Statement and/or the Definitive Proxy Statement/Prospectus omits certain material information and seek additional disclosures.

In addition, on October 29, 2026 and October 30, 2026, purported stockholders of the Company filed two complaints in the Supreme Court of the State of New York, County of New York, captioned *Carroll v. Standard BioTools Inc., et al.*, Index No. 656182/2026, and *Miller v. Standard BioTools Inc., et al.*, Index No. 656185/2026, respectively (together, the "Complaints"). The Complaints name as defendants the Company and its directors and generally allege that the Definitive Proxy Statement/Prospectus omits certain material information.

The Company cannot predict the outcome of the Demand Letters, the Complaints or any potential litigation. The Company intends to vigorously defend against the Demand Letters, the Complaints and any subsequently filed complaints or similar actions that may be filed. It is possible that additional demand letters and/or complaints may be received arising out of the Merger between the date of this Current Report on Form 8-K and consummation of the Merger. Absent new or significantly different allegations, the Company will not necessarily disclose such additional filings or demand letters.

Although the Company believes that the disclosures set forth in the Definitive Proxy Statement/Prospectus comply fully with all applicable law and that no further disclosure is required or necessary under applicable laws, and denies the allegations in the Demand Letters and the Complaints, in order to moot the disclosure claims, avoid nuisance and possible expense and business delays, and provide additional information to its stockholders, the Company has determined voluntarily to supplement certain disclosures in the Definitive Proxy Statement/Prospectus related to the claims with the supplemental disclosures set forth below (the "Supplemental Disclosures"). These Supplemental Disclosures should be read in conjunction with the rest of the Definitive Proxy Statement/Prospectus, which is available at the SEC's website, www.sec.gov and which we urge you to read in its entirety. Nothing in the Supplemental Disclosures shall be deemed an admission of the legal merit, necessity or materiality under applicable laws of any of the disclosures set forth herein. To the contrary, the Company and its directors and officers specifically deny all allegations in the Demand Letters and the Complaints, including the allegations that any additional disclosure was or is required or material.

Supplemental Disclosures to the Definitive Proxy Statement/Prospectus

To the extent that the information set forth herein differs from or updates information contained in the Definitive Proxy Statement/Prospectus, the information set forth herein shall supersede or supplement the information in the Definitive Proxy Statement/Prospectus. The inclusion in this supplement to the Definitive Proxy Statement/Prospectus of certain information should not be regarded as an indication that any of the Company or its directors, affiliates, officers, or other representatives, or any other recipient of this information, considered, or now considers, it to be material, and such information should not be relied upon as such. All references to sections and subsections herein are references to the corresponding sections or subsections in the Definitive Proxy Statement/Prospectus, all page references are to pages in the Definitive Proxy Statement/Prospectus, and terms used herein, unless otherwise defined, have the meanings set forth in the Definitive Proxy Statement/Prospectus. For clarity, new text within restated paragraphs from the Definitive Proxy Statement/Prospectus is highlighted with **bold, underlined text**, and deleted text within restated paragraphs from the Definitive Proxy Statement/Prospectus is highlighted with ~~strikethrough text~~.

1. The disclosure under the heading "The Merger – Opinion of Standard BioTools' Financial Advisor – Summary of Centerview Financial Analysis – Standard BioTools Liquidation Analysis" is hereby amended by replacing the paragraph under such subheading on page 193 of the Definitive Proxy Statement/Prospectus in its entirety with the following:

Centerview reviewed and considered the Standard BioTools Liquidation Analysis prepared by management of Standard BioTools and noted that the estimates of future cash distributable to Standard BioTools' stockholders therein resulted in an aggregate implied equity value for Standard BioTools at the time of such distribution of approximately $468,000,000. Centerview divided the foregoing equity value by the number of fully diluted outstanding shares of Standard BioTools Common Stock (determined using the treasury stock method), based on **approximately 391.5 million basic shares, 32.0 million options, 18.7 million restricted stock units and 11.7 million warrants outstanding, in each case based on** information provided by management of Standard BioTools as set forth in the Standard BioTools Internal Data. This analysis resulted in an implied equity value of Standard BioTools Common Stock of $1.14 per share.

2. The disclosure under the heading "The Merger – Opinion of Standard BioTools' Financial Advisor – Summary of Centerview Financial Analysis – Treeline Discounted Cash Flow Analysis" is hereby amended by replacing the second and third paragraphs under such subheading on page 193 of the Definitive Proxy Statement/Prospectus in their entirety with the following:

In performing this analysis, Centerview calculated a range of equity values for shares of Treeline Common Stock by (a) discounting to present value as of June 30, 2026 using discount rates ranging from 12.0% to 15.0% (reflecting Centerview's analysis of Treeline's weighted average cost of capital **using the capital asset pricing model and based on considerations that Centerview deemed relevant in its professional judgment and experience, taking into account certain metrics including levered and unlevered betas for comparable group companies**): (i) the forecasted risk-adjusted, after-tax unlevered free cash flows of Treeline over the period beginning on July 1, 2026 and ending on December 31, 2050, utilized by Centerview based on the Treeline Forecasts and (ii) an implied terminal value of Treeline, and (b) adding to the foregoing results (i) Treeline's estimated cash balance as of June 30, 2026 **of approximately $510 million**, (ii) estimated tax savings from usage of Treeline's estimated federal net operating losses and (iii) the estimated net impact on Treeline of future capital raising transactions (net of dilution), as set forth in the Treeline Forecasts.

This analysis resulted in a range of implied equity values of Treeline of $3,040 million to $4,205 million. Centerview divided the foregoing equity values by the number of fully diluted outstanding shares of Treeline Common Stock **of approximately 194.1 million** (determined using the treasury stock method), based on information provided by management of Treeline as set forth in the Treeline Internal Data. This analysis resulted in a range of implied equity values of Treeline Common Stock of $15.88 to $21.89 per share.

3. The disclosure under the heading "The Merger – Opinion of Standard BioTools Special Committee's Financial Advisor – Discounted Cash Flow Analysis" is hereby amended by replacing the first paragraph under such subheading on page 198 of the Definitive Proxy Statement/Prospectus in its entirety with the following:

UBS performed a discounted cash flow analysis ("DCF Analysis") of Treeline on a standalone basis using Treeline Projections. UBS calculated a range of implied present values, as of June 30, 2026, of the standalone after-tax unlevered free cash flows that Treeline is forecasted to generate from July 1, 2026, through December 31, 2050, as set forth in Treeline Projections, using discount rates ranging between 15.0% and 17.0%, based on UBS' estimate of Treeline's weighted average cost of capital, which is referred to as "WACC." UBS also calculated estimated terminal values for Treeline by applying perpetuity growth rates ranging from (30)% to 0%**, based on UBS' professional judgment and experience,** to Treeline's terminal year after-tax unlevered free cash flow**- based on the Treeline Projections and as described under "—*Summary of Certain Unaudited Prospective Financial Information—Standard BioTools Management Treeline Projections*."** The estimated terminal values were then discounted to present value as of June 30, 2026 using discount rates ranging from 15.0% to 17.0%, based on UBS' estimate of Treeline's WACC**-, as calculated by UBS utilizing the capital asset pricing model.** UBS then derived a reference range of implied equity values for Treeline of $2,595 million to $3,270 million from the implied enterprise value reference range resulting from the sum of such present values, by adding Treeline's projected cash of approximately $510 million, as of June 30, 2026 and per Standard BioTools' management, and the Aggregate Treeline Exercise Price of approximately $43 million, per Standard BioTools' management, to derive a range of implied fully diluted equity values for Treeline of $2,638 million to $3,313 million. UBS then divided the range of implied fully diluted equity values of Treeline by the number of fully diluted shares outstanding of Treeline Capital Stock of approximately 194.1 million, as provided by Standard BioTools' management. This analysis indicated a range of implied values per share of Treeline of $13.59 to $17.07.

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 proposed Merger Transactions, the Element Mass Cytometry Divestiture and the expected timing of the Special Meeting and the closing of the Merger Transactions. The words "anticipate," "expect," "project," "intend," "believe," "may," "will," "should," "plan," "could," "target," "contemplate," "estimate," "position," "predict," "potential," "opportunity" 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) the ability to obtain the requisite approvals from stockholders of Standard BioTools; (ii) the risk that the proposed Merger Transactions or the Element Mass Cytometry Divestiture may not be completed in a timely manner or at all; (iii) the possibility that competing offers or acquisition proposals will be made; (iv) the possibility that any or all of the various conditions to the consummation of the proposed Merger Transactions or the Element Mass Cytometry Divestiture may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities; (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement or the Element Mass Cytometry Purchase Agreement, including in circumstances that would require Standard BioTools to pay a termination fee or other expenses; (vi) the effect of the pendency of the proposed Merger Transactions or the Element Mass Cytometry Divestiture on the parties' ability to retain and hire key personnel, their ability to maintain relationships with customers, suppliers and others with whom they do business, their business generally or their stock price; (vii) risks related to diverting management's attention from ongoing business operations or the loss of one or more members of the management team; (viii) the risk that stockholder litigation in connection with the proposed Merger Transactions or the Element Mass Cytometry Divestiture may result in significant costs of defense, indemnification and liability; (ix) the parties' ability to realize the anticipated benefits of the proposed Merger Transactions or the Element Mass Cytometry Divestiture; (x) the risk that the parties may assume unexpected liabilities and expenses as a result of the proposed Merger Transactions or the Element Mass Cytometry Divestiture; (xi) the risk that Standard BioTools could fail to maintain the listing of the Standard BioTools Common Stock on Nasdaq; (xii) uncertainties as to the potential for development, commercialization and other benefits of any of Treeline's product candidates; and (xiii) uncertainties as to Treeline's anticipated preclinical and clinical drug development activities and related timelines, including the expected timing for commencing clinical trials and announcing data and other clinical results.

For information regarding other related risks, see the "Risk Factors" section of the Definitive Proxy Statement/Prospectus and 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' most recent Quarterly Report on Form 10-Q 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. Standard BioTools does not assume any obligation to, and does not currently intend to, update any such forward-looking statements except as may be required by law.

Additional Information and Where to Find It

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the proposed transactions involving Standard BioTools and Treeline and/or Standard BioTools' sale of its Mass Cytometry business to Element Biosystems, LLC ("Element"). In connection with the Treeline transaction and related stockholder vote, Standard BioTools has filed with the SEC the Registration Statement, which was declared effective by the SEC on October 21, 2026. The Registration Statement includes a definitive proxy statement and a definitive prospectus of Standard BioTools. The Definitive Proxy Statement/Prospectus, dated October 21, 2026, was first mailed to stockholders of Standard BioTools on or about October 21, 2026. This communication is not a substitute for the Definitive Proxy Statement/Prospectus or any other document that Standard BioTools may file with the SEC or send to its stockholders in connection with the proposed transactions. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

INVESTORS AND STOCKHOLDERS OF STANDARD BIOTOOLS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS, SUPPLEMENTS AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN) AND OTHER RELEVANT MATERIALS FILED OR TO BE FILED WITH THE SEC BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTIONS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT STANDARD BIOTOOLS, TREELINE, ELEMENT AND THE PROPOSED TRANSACTIONS. Copies of the materials filed or to be filed by Standard BioTools with the SEC may be obtained free of charge on Standard BioTools' Investor Relations website at https://investors.standardbio.com or by contacting Standard BioTools' Investor Relations department at ir@standardbio.com. In addition, all of those materials are available at no charge on the SEC's website at www.sec.gov.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Participants in the Solicitation

Standard BioTools, Treeline and certain of their respective directors, executive officers, other members of management and employees may be deemed to be participants in the solicitation of proxies of Standard BioTools stockholders in connection with the proposed transactions under SEC rules. Investors and stockholders may obtain more detailed information regarding the names, affiliations and interests of Standard BioTools' executive officers and directors who may, under SEC rules, be deemed participants in the solicitation by reading Standard BioTools' proxy statement for its 2026 annual meeting of stockholders (including under the headings "Management and Corporate Governance," "Executive Officer and Director Compensation," "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters," "Executive Compensation" and "Certain Relationships and Related Transactions, and Director Independence"), its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, subsequent Quarterly Reports on Form 10-Q and Standard BioTools' other filings with the SEC. Information regarding Treeline's directors and executive officers who may be deemed participants in the solicitation is contained in the Definitive Proxy Statement/Prospectus. These documents are available free of charge at the SEC's website at www.sec.gov or by going to Standard BioTools' Investor Relations website at http://investors.standardbio.com or contacting Standard BioTools' Investor Relations department at ir@standardbio.com.

SIGNATURES

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

STANDARD BIOTOOLS INC.

Date: November 16, 2026

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