

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): December 19, 2023

Standard BioTools Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

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

001-34180
(Commission
File Number)

77-0513190
(IRS Employer
Identification No.)

94080
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

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(s)	Name of each exchange on which registered
Common stock, par value \$0.001 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 7.01 Regulation FD Disclosure.

On December 19, 2023, Standard BioTools Inc. (“Standard BioTools” or the “Company”) and SomaLogic, Inc., a Delaware corporation (“SomaLogic”), updated their joint investor presentation (the “Investor Presentation”), which the Company expects to use to discuss the proposed Merger (as defined below), and to provide an update and overview of the combined company. As previously disclosed, on October 4, 2023, the Company, SomaLogic and Martis Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of the Company (“Merger Sub”), entered into an Agreement and Plan of Merger, pursuant to which, among other matters, Merger Sub will merge with and into SomaLogic (the “Merger”), with SomaLogic surviving the Merger as a wholly owned subsidiary of the Company. A copy of the Investor Presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 on Form 8-K, the information set forth in this Item 7.01 and the Investor Presentation is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

Item 8.01 Other Events.

On December 19, 2023, the Company sent text message and email reminders to its stockholders who had not yet cast their vote in connection with the Merger. Copies of the stockholder communications are attached as Exhibits 99.2 and 99.3 to this Current Report on Form 8-K and incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation of Standard BioTools Inc. and SomaLogic, Inc., dated as of December 19, 2023.
99.2	Text Message to Stockholders.
99.3	Email to Stockholders.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Additional Information and Where to Find It

In connection with the Merger and required stockholder approval, Standard BioTools filed with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4, as amended (the “Form S-4”), which was declared effective by the SEC on December 1, 2023. The Form S-4 includes a definitive joint proxy statement of Standard BioTools and SomaLogic and also constitutes a final prospectus of Standard BioTools. The definitive joint proxy statement was mailed or otherwise made available to stockholders of Standard BioTools and SomaLogic on or about December 4, 2023. Standard BioTools’ and SomaLogic’s stockholders are urged to carefully read the joint 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 and in their entirety because they contain important information about the Merger and the parties to the Merger. Investors and stockholders may obtain free copies of these documents and other documents filed with the SEC at its website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC by Standard BioTools at <http://investors.standardbio.com> or contacting Standard BioTools’ Investor Relations department at investors@standardbio.com or at <https://investors.somallogic.com> or by contacting SomaLogic Investor Relations at investors@somallogic.com.

Participants in the Solicitation

Standard BioTools, SomaLogic and each of their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from Standard BioTools’ stockholders with respect to the Merger. Information about Standard BioTools’ directors and executive officers, including their ownership of Standard BioTools’ securities, is set forth in the joint proxy statement/prospectus, Standard BioTools’ proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2023, Current Reports on Form 8-K, which were filed with the SEC on May 3, 2023, May 15, 2023, June 16, 2023 and July 28, 2023, and Standard BioTools’ other filings with the SEC. Information concerning SomaLogic’s directors and executive officers, including their ownership of SomaLogic securities, is set forth in the joint proxy statement/prospectus, SomaLogic’s proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023, Current Reports on Form 8-K, which were filed with the SEC on June 6, 2023, as amended on June 14, 2023, June 9, 2023, October 4, 2023 and December 12, 2023, and SomaLogic’s other filings with the SEC. Investors may obtain more detailed information regarding the direct and indirect interests of Standard BioTools and its respective executive officers and directors in the Merger, which may be different than those of Standard BioTools’ stockholders generally, by reading the definitive proxy statements regarding the Merger, which have been filed with the SEC. These documents are available free of charge at the SEC’s website at www.sec.gov, at <http://investors.standardbio.com> or by contacting Standard BioTools’ Investor Relations department at investors@standardbio.com or at <https://investors.somallogic.com> or by contacting SomaLogic Investor Relations at investors@somallogic.com.

No Offer or Solicitation

This Current Report on Form 8-K and the information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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. Such statements are based upon current plans, estimates and expectations of the management of Standard BioTools and SomaLogic that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements, many of which are beyond the control of Standard BioTools and SomaLogic. All statements other than statements of historical fact (including statements containing the words “believes,” “plans,” “anticipates,” “expects,” “estimates” and similar expressions) are statements that could be deemed forward-looking statements, although not all forward-looking statements contain these identifying words. Readers should not place undue reliance on these forward-looking statements. Forward-looking statements may include statements regarding the expected timing of the closing of the Merger; the ability of the parties to complete the Merger considering the various closing conditions; and any assumptions underlying any of the foregoing. Statements regarding future events are based on the parties’ current expectations and are necessarily subject to associated risks related to, among other things, (i) the risk that the Merger may not be completed in a timely manner or at all, which may adversely affect Standard BioTools’ and SomaLogic’s businesses and the price of their respective securities; (ii) uncertainties as to the timing of the consummation of the Merger and the potential failure to satisfy the conditions to the consummation of the Merger, including obtaining stockholder and regulatory approvals; (iii) the Merger may involve unexpected costs, liabilities or delays; (iv) the effect of the announcement, pendency or completion of the Merger on the ability of Standard BioTools or SomaLogic to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Standard BioTools or SomaLogic does business, or on Standard BioTools’ or SomaLogic’s operating results and business generally; (v) Standard BioTools’ or SomaLogic’s respective businesses may suffer as a result of uncertainty surrounding the Merger and disruption of management’s attention due to the Merger; (vi) the outcome of any legal proceedings related to the Merger or otherwise, or the impact of the Merger thereupon; (vii) Standard BioTools or SomaLogic may be adversely affected by other economic, business and/or competitive factors, (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger agreement and the Merger; (ix) restrictions during the pendency of the Merger that may impact Standard BioTools’ or SomaLogic’s ability to pursue certain business opportunities or strategic transactions; (x) the risk that Standard BioTools or SomaLogic may be unable to obtain governmental and regulatory approvals required for the Merger, or that required governmental and regulatory approvals may delay the consummation of the Merger or result in the imposition of conditions that could reduce the anticipated benefits from the Merger or cause the parties to abandon the Merger; (xi) risks that the anticipated benefits of the Merger or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (xii) the impact of legislative, regulatory, economic, competitive and technological changes; (xiii) risks relating to the value of the Standard BioTools shares to be issued in the Merger; (xiv) the risk that post-closing integration of the Merger may not occur as anticipated or the combined company may not be able to achieve the benefits expected from the Merger, as well as the risk of potential delays, challenges and expenses associated with integrating the combined company’s existing businesses; (xv) exposure to inflation, currency rate and interest rate fluctuations, as well as fluctuations in the market price of Standard BioTools’ and SomaLogic’s traded securities; (xvi) the lingering effects of the COVID-19 pandemic on Standard BioTools’ and SomaLogic’s industry and individual companies, including on counterparties, the supply chain, the execution of research and development programs, access to financing and the allocation of government resources; (xvii) the ability of Standard BioTools or SomaLogic to protect and enforce intellectual property rights; and (xviii) the unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Standard BioTools’ and SomaLogic’s response to any of the aforementioned factors. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. For information regarding other related risks, see the “Risk Factors” section of Standard BioTools’ most recent quarterly report on Form 10-Q filed with the SEC on November 7, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 14, 2023 and in Standard BioTools’ other filings with the SEC, as well as the “Risk Factors” section of SomaLogic’s most recent quarterly report on Form 10-Q filed with the SEC on November 8, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 28, 2023 and in SomaLogic’s other filings with the SEC. The risks and uncertainties described above and in the SEC filings cited above are not exclusive and further information concerning Standard BioTools and SomaLogic and their respective businesses, including factors that potentially could materially affect their respective businesses, financial conditions or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. Any such forward-looking statements represent management’s reasonable estimates and beliefs as of the date of this Current Report on Form 8-K. While Standard BioTools and SomaLogic may elect to update such forward-looking statements at some point in the future, they disclaim any obligation to do so, other than as may be required by law, even if subsequent events cause their views to change.

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: December 19, 2023

STANDARD BIOTOOLS INC.

By: /s/ Jeffrey Black
Name: Jeffrey Black
Title: Chief Financial Officer



somalogic

Investor Presentation

Unlocking Value in a Fragmented Space

DECEMBER 2023



Legal Information

Forward-looking statements

This presentation contains forward-looking statements that are subject to various risks, uncertainties and other factors that could cause actual results to differ materially from those referred to in the forward-looking statements, many of which are beyond the control of Standard BioTools and SomaLogic. All statements other than statements of historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) are statements that could be deemed forward-looking statements, although not all forward-looking statements contain these identifying words. Readers should not place undue reliance on these forward-looking statements. Forward-looking statements may include statements regarding financial outlook, including related to revenues, margin, and operating expenses; statements regarding future financial performance and expectations, operational and strategic plans, deployment of capital, cash runway and sufficiency of cash resources, potential M&A activity, potential restructuring plans; and expectations with respect to the planned merger of Standard BioTools and SomaLogic, including expected timing of the closing of the merger, the ability of the parties to complete the merger considering the various closing conditions, the expected benefits of the merger, including estimations of anticipated cost savings and cash runway, management's ability to integrate the two companies, the competitive ability and position of the combined company, the success, cost and timing of the combined company's product development, sales and marketing, and research and development activities, the combined company's ability to obtain and maintain regulatory approval for its products, the sufficiency of the combined company's cash, cash equivalents and short-term investments to fund operations, and any assumptions underlying any of the foregoing. Statements regarding future events are based on the parties' current expectations and are necessarily subject to associated risks and uncertainties related to, among other things, (i) the risk that the merger may not be completed in a timely manner or at all, which may adversely affect Standard BioTools' and SomaLogic's businesses and the price of their respective securities; (ii) uncertainties as to the timing of the consummation of the merger and the potential failure to satisfy the conditions to the consummation of the merger, including obtaining stockholder and regulatory approvals; (iii) the merger may involve unexpected costs, liabilities or delays; (iv) the effect of the announcement, pendency or completion of the merger on the ability of Standard BioTools or SomaLogic to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Standard BioTools or SomaLogic does business, or on Standard BioTools' or SomaLogic's operating results and business generally; (v) Standard BioTools' or SomaLogic's respective businesses may suffer as a result of uncertainty surrounding the merger and disruption of management's attention due to the merger; (vi) the outcome of any legal proceedings related to the merger or otherwise, or the impact of the merger thereupon; (vii) Standard BioTools or SomaLogic may be adversely affected by other economic, business and/or competitive factors; (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement and the merger; (ix) restrictions during the pendency of the merger that may impact Standard BioTools' or SomaLogic's ability to pursue certain business opportunities or strategic transactions; (x) the risk that Standard BioTools or SomaLogic may be unable to obtain governmental and regulatory approvals required for the merger, or that required governmental and regulatory approvals may delay the consummation of the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger or cause the parties to abandon the Merger; (xi) risks that the anticipated benefits of the merger or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (xii) the impact of legislative, regulatory, economic, competitive and technological changes; (xiii) risks relating to the value of the Standard BioTools shares to be issued in the merger; (xiv) the risk that post-closing integration of the merger may not occur as anticipated or the combined company may not be able to achieve the benefits expected from the merger, as well as the risk of potential delays, challenges and expenses associated with integrating the combined company's existing businesses; (xv) exposure to inflation, currency rate and interest rate fluctuations, as well as fluctuations in the market price of Standard BioTools' and SomaLogic's traded securities; (xvi) the lingering effects of the COVID-19 pandemic on Standard BioTools' and SomaLogic's industry and individual companies, including on counterparties, the supply chain, the execution of research and development programs, access to financing and the allocation of government resources; (xvii) the ability of Standard BioTools or SomaLogic to protect and enforce intellectual property rights; and (xviii) the unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Standard BioTools' and SomaLogic's response to any of the aforementioned factors. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. For information regarding other related risks, see the "Risk Factors" section of Standard BioTools' most recent quarterly report on Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 7, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 14, 2023 and in Standard BioTools' other filings with the SEC, as well as the "Risk Factors" section of SomaLogic's most recent quarterly report on Form 10-Q filed with the SEC on November 8, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 28, 2023 and in SomaLogic's other filings with the SEC. The risks and uncertainties described above and in the SEC filings cited above are not exclusive and further information concerning Standard BioTools and SomaLogic and their respective businesses, including factors that potentially could materially affect their respective businesses, financial conditions or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. The parties undertake no obligation to revise or update any forward-looking statements for any reason.

Additional Information and Where to Find It

In connection with the merger and required stockholder approval, Standard BioTools filed with the SEC a registration statement on Form S-4, as amended (the "Form S-4"), which was declared effective by the SEC on December 1, 2023. The Form S-4 includes a definitive joint proxy statement of Standard BioTools and SomaLogic and also constitutes a final prospectus of Standard BioTools. The definitive joint proxy statement was mailed or otherwise made available to stockholders of Standard BioTools and SomaLogic on or about December 4, 2023. Standard BioTools' and SomaLogic's stockholders are urged to carefully read the joint 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 and in their entirety because they contain important information about the merger and the parties to the merger. Investors and stockholders may obtain free copies of these documents and other documents filed with the SEC at its website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC by Standard BioTools at <http://investors.standardbio.com> or contacting Standard BioTools' Investor Relations department at investors@standardbio.com or at <https://investors.somalogic.com> or by contacting SomaLogic Investor Relations at investors@somalogic.com.

Participants in the Solicitation

Standard BioTools, SomaLogic and each of their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from Standard BioTools' and SomaLogic's stockholders with respect to the merger. Information about Standard BioTools' directors and executive officers, including their ownership of Standard BioTools securities, is set forth in the joint proxy statement/prospectus, Standard BioTools' proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2023, Current Reports on Form 8-K, which were filed with the SEC on May 3, 2023, May 15, 2023, June 16, 2023 and July 28, 2023, and Standard BioTools' other filings with the SEC. Information concerning SomaLogic's directors and executive officers, including their ownership of SomaLogic securities, is set forth in the joint proxy statement/prospectus, SomaLogic's proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023, Current Reports on Form 8-K, which were filed with the SEC on June 6, 2023, as amended on June 14, 2023, June 9, 2023, October 4, 2023 and December 12, 2023, and SomaLogic's other filings with the SEC. Investors may obtain more detailed information regarding the direct and indirect interests of Standard BioTools and SomaLogic and its respective executive officers and directors in the merger, which may be different than those of Standard BioTools' and SomaLogic's stockholders generally, by reading the preliminary and definitive proxy statements regarding the merger, which have been or will be filed with the SEC. These documents are available free of charge at the SEC's website at www.sec.gov, by going to Standard BioTools' Investor Relations website at <http://investors.standardbio.com> or contacting Standard BioTools' Investor Relations department at investors@standardbio.com or by going to SomaLogic's Investor Relations page on its corporate website at <https://investors.somalogic.com> or by contacting SomaLogic Investor Relations at investors@somalogic.com.

No Offer or Solicitation

This presentation and the accompanying oral presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Non-GAAP Financial Information

Standard BioTools has presented certain financial information in accordance with U.S. GAAP and also on a non-GAAP basis. The non-GAAP financial measures included in this presentation are non-GAAP gross margin, non-GAAP operating expenses, adjusted EBITDA, non-GAAP SG&A and non-GAAP R&D. Management uses these non-GAAP financial measures, in addition to GAAP financial measures, as a measure of operating performance because the non-GAAP financial measures do not include the impact of items that management does not consider indicative of the Company's core operating performance. Management believes that non-GAAP financial measures, taken in conjunction with GAAP financial measures, provide useful information for both management and investors by excluding certain non-cash and other expenses that are not indicative of the Company's core operating results. Management uses non-GAAP measures to compare the Company's performance relative to forecasts and strategic plans and to benchmark the company's performance externally against competitors. Non-GAAP information is not prepared under a comprehensive set of accounting rules and should only be used to supplement an understanding of the company's operating results as reported under U.S. GAAP. Standard BioTools encourages investors to carefully consider its results under GAAP, as well as its supplemental non-GAAP information and the reconciliations between these presentations, to more fully understand its business. Reconciliations between GAAP and non-GAAP operating results are presented in the accompanying tables of this release.

Trademarks

Standard BioTools, the Standard BioTools logo, Biomark, CyTOF, CyTOF XT, EPI, Helios, Hyperion and Hyperion+ are trademarks and/or registered trademarks of Standard BioTools Inc. (f.k.a. Fluidigm Corporation) or its affiliates in the United States and/or other countries.

SomaLogic, the SomaLogic logo, SomaSignal, SOMAmer, SomaScan, SomaScan by SomaLogic, DataDelve, LabThread LX, CardioOM and Powered by SomaLogic are trademarks and/or registered trademarks of SomaLogic, Inc. or its affiliates in the United States and/or other countries.

All other trademarks are the sole property of their respective owners.

Transaction Overview

Consideration	<ul style="list-style-type: none">• All-stock merger• SLGC shareholders to receive 1.1100 LAB shares per share of SLGC• >\$1B pro-forma equity value based on SBI closing share price on October 3, 2023
Company Name / Ticker	<ul style="list-style-type: none">• Standard BioTools / LAB
Financial Benefits	<ul style="list-style-type: none">• 300M+ combined revenue expected by 2026• \$80M cost synergies by 2026⁽¹⁾• >\$500M in cash at close⁽²⁾
Ownership	<ul style="list-style-type: none">• SLGC shareholders to own ~57% of combined entity (incl. Series B preferred stock dilution)• LAB shareholders to own ~43% of combined entity (incl. Series B preferred stock dilution)
Management & Board	<ul style="list-style-type: none">• Michael Egholm and Jeff Black, current CEO and CFO of LAB, respectively, will be CEO and CFO of the combined company• Tom Carey, current director of SLGC, will be Chairman of the combined company• Combined Board will be composed of 3 current directors of LAB, including Michael Egholm as CEO, 3 current directors of SLGC, including Tom Carey as Chairman, and Eli Casdin will continue to serve as a director
Timing	<ul style="list-style-type: none">• Expected transaction close in Q1'24• Subject to shareholder approval (shareholder vote date is January 4, 2024) and other customary closing conditions• Shareholders representing ~16% of LAB and ~1% of SLGC, including directors and all executive officers of each company and certain large stockholders, have entered into supportive voting agreements

3 (1) Assumes transaction close in Q1 2024. Total cost synergies exclude non-cash, restructuring-related and other non-recurring costs for each of Standard BioTools and SomaLogic.

(2) Based on assumed Q1 2024 close and estimated combined cash balance of Standard BioTools and SomaLogic, less estimated transaction costs.

SBI: Forging the Next Generation of Leadership in Life Science Tools & Solutions



Applying necessary building blocks to build a diversified tools powerhouse

Strong Progress
YTD 2023⁽²⁾

World-class team

Deep industry, operational & integration expertise

SBS⁽¹⁾ principles

Entrenched operating discipline drives execution and profitability

Capital

Backed by leading Life Sciences investors with deep capital reserves

13% core revenue growth⁽³⁾

>1,000 bps improvement in non-GAAP gross margin

Broad 'omic reach

Instruments, consumables, software and services

Differentiated tech

Highest plex, highest data quality in flow cytometry & spatial biology

Disciplined M&A

Evaluating opportunities to increase scale and leverage

58% improvement in operating cash use

\$100-105M 2023E Revenue Guidance

\$130M Q3 2023 cash balance

✓ M&A strategy activated; evaluating opportunities

4 (1) SBS = Standard BioTools Business Systems, a culture of continuous improvement to achieve world class operational excellence and exceptional customer value based on LEAN principles. (2) Reflects Standard BioTools' performance through the 3 quarters ending September 30, 2023. (3) Revenue growth reflects impact of reduction of \$1.6 million in net revenues generated in 2022 related to discontinued product lines in the Genomics business

SomaLogic Powers Comprehensive Proteomic Insights



Highest plex, highest data quality,
most reliable serum proteome tool

Differentiated technology

11K SOMAmers measuring 10K
unique proteins from 55- μ L sample
(over 2x more than alternatives)

Validated & Patented

757 clinical publications and
protected by >600 patents

Blue-Chip Customer Base

185 SomaScan Services customers,
16 authorized sites, relationships
with top biopharma companies

Proteomics Expertise

Scientific brilliance focused on
innovation, partnership, and power
of proteomics

Strong Progress
YTD 2023⁽¹⁾

21% core revenue
growth⁽²⁾

20% improvement in
non-GAAP operating
expenses

✓ Launched SomaScan 11K
protein plex platform

\$82-85M 2023E Revenue
Guidance

\$454M Q3 2023
cash balance

illumina Partnership expected
to launch in 2024

⁵ (1) Reflects SomaLogic's performance through the 3 quarters ended September 30, 2023

(2) Core revenue growth excludes one-time royalty revenue received in 2022

Shared Mission: Advance Life Sciences Research



somalogic



Scaled Leader in Multi-omic Life Sciences Tools

- Differentiated translational proteomics, spatial biology, and genomics technology
- Broad product design, development, manufacturing expertise (hardware, software, consumables)
- Seasoned LS Tools leadership
- SBS culture and LEAN principles
- Highest-plex, highest data integrity technology
- Strong biopharma presence
- Leading services infrastructure
- First genomics / proteomics partnership (Illumina)
- Healthy cash balance



Tech Leadership

Diverse portfolio of multi-omic solutions with highest plex and highest data quality



Lucrative Markets

Targets large, high-growth markets with differentiated technologies



Complementary

Customer mix maximizes cross-sell opportunities & expands relationships



Immediate Scale

Scale step-change, SBS foundation and synergies accelerate profitability



Financially Attractive

\$300M+ combined revenue and \$80M run-rate synergies⁽¹⁾ by 2026 with >\$500M cash at close⁽²⁾



Proven Model

World-class leadership and operating discipline to create meaningful value

⁶ (1) Assumes transaction close in Q1 2024. Total cost synergies exclude non-cash, restructuring-related and other non-recurring costs for each of Standard BioTools and SomaLogic.
 (2) Based on assumed Q1 2024 close and estimated combined cash balance of Standard BioTools and SomaLogic, less estimated transaction costs.

Merger is Designed to Drive Shareholder Value

Positions for Success in Current Market

- SLGC has seen significant declines in value in tandem with other small cap growth companies as the markets turned away from high-growth cash-burning companies
- Today the market shows a preference for businesses that are scaled, diversified and near-term profitable
- The merger expands SLGC's scale, improves cash burn through synergies and positions the combined company as a consolidator in a fragmented space

Combines Complementary Capabilities

- Combined management teams fill pre-existing gaps in each company's organizational structure; combined executive bench brings deep experience and track record in value creation
- Complementary customer footprints accelerates commercial ramp for each company
- Overlapping infrastructure present large synergy opportunities

Drives Value Creation

- While the transaction is NOT a sale, SLGC was able to secure attractive terms while retaining majority control for shareholders, with a negotiated 30% premium, and governance representation
- Synergies drive significant value that will accrue in majority to SLGC shareholders
- Terms maintain existing SLGC shareholders' exposure to upside potential including in the event of a potential future sale / control premium

Adds New Vectors for Value Creation and Reduces Risk

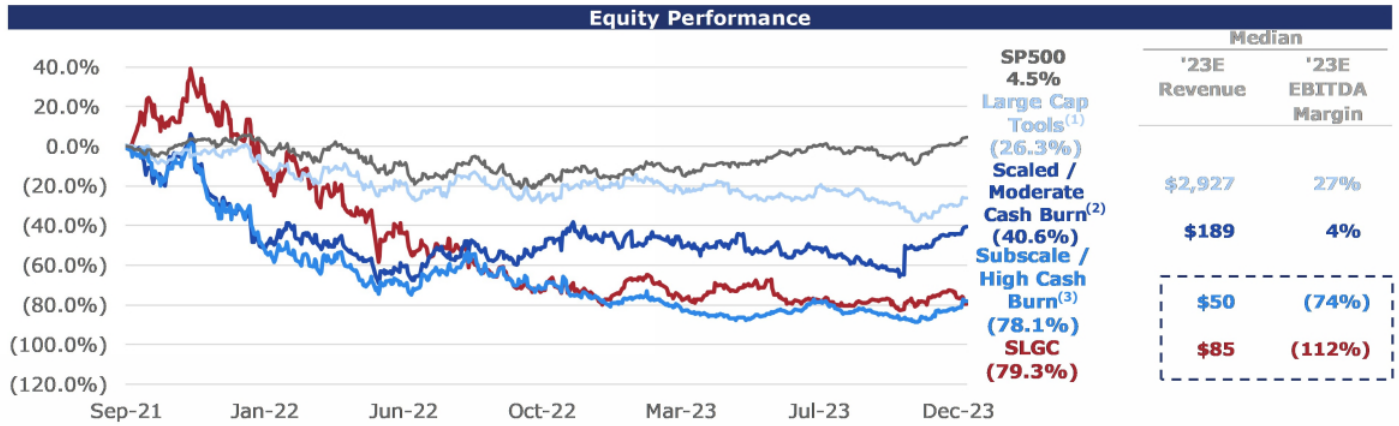
- Madryn ignores upside potential of the merger and risks of standalone execution as well as recent, sustained trading of SLGC at zero or negative enterprise value in the public markets
- In today's market conditions, investors are not rewarding growth sufficiently to counter cash burn and are demanding increased scale and efficiency; the Merger was designed to bring new sources of value creation to the table and reduce our execution risk as we pursue those objectives
- Madryn's allegations of conflict are not supported by the facts; the Board followed governance best practices in broadly evaluating options, running a full process with 16 parties, and Casdin recused himself from all negotiations and discussions once LAB emerged as a potential counterparty



Positions for Success in Current Market

Market Dynamics Have Changed

- Small cap growth-focused companies across the Life Sciences Tools and Dx sector have experienced broad and sustained value compression
- SLGC is not immune to market realities and has traded in tandem with similarly positioned public companies, declining 79% since its public debut
- The market today is showing a clear preference for scale and near-term profitability



Sources: FactSet, Public Filings, SLGC Management (received projections on 09/20/23), SLGC balance sheet items and dilutive securities outstanding are from latest 10-Q filing, As of 12/18/23

(1) Large Cap Tools include A, BIO, BDX, BRKR, CRL, DHR, ILMN, MRK-DE, MRVI, MTD, RVTY, QGEN, RGEN, SBS-DE, TECH, TECN-CH, TMO, and WAT

(2) Scaled / Moderate Cash Burn includes CTKB, QTRX, and OLK

(3) Subscale / High Cash Burn includes AKYA, MASS, QSI, SEER, and TWST

The Merger Enhances SLGC/LAB's Positioning



Increases Scale
(2023E Revenue \$M)



Diversifies Business

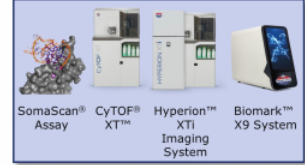


Reduces Combined Cash Burn
(Synergies \$M)



somalogic

\$185 – \$195M⁽¹⁾
(vs. \$85M Standalone)



\$80M Run-rate⁽²⁾
(Fully achieved by 2026E)

(1) Assumes Q1 2024 close. 2023E revenue ranges based on full year guidance. Reflects pro forma adjusted gross margin as of September 30, 2023. Reflects estimated cash balance as of closing, net of transaction fees

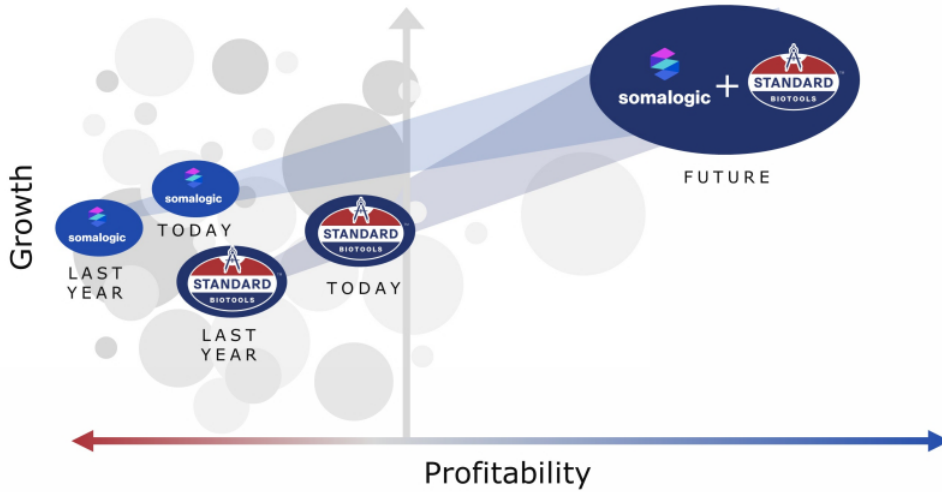
(2) Run-rate cost synergies by 2026E, compared to annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related, transaction-related and other non-recurring costs for both LAB and SLGC

Unlocking Value in Fragmented Space

Scale is crucial to accelerate path to profitability and activate leadership position

MANY Great Emerging Life Science Tools Technologies – Highly Fragmented ...

... FEW Built to Scale Profitably



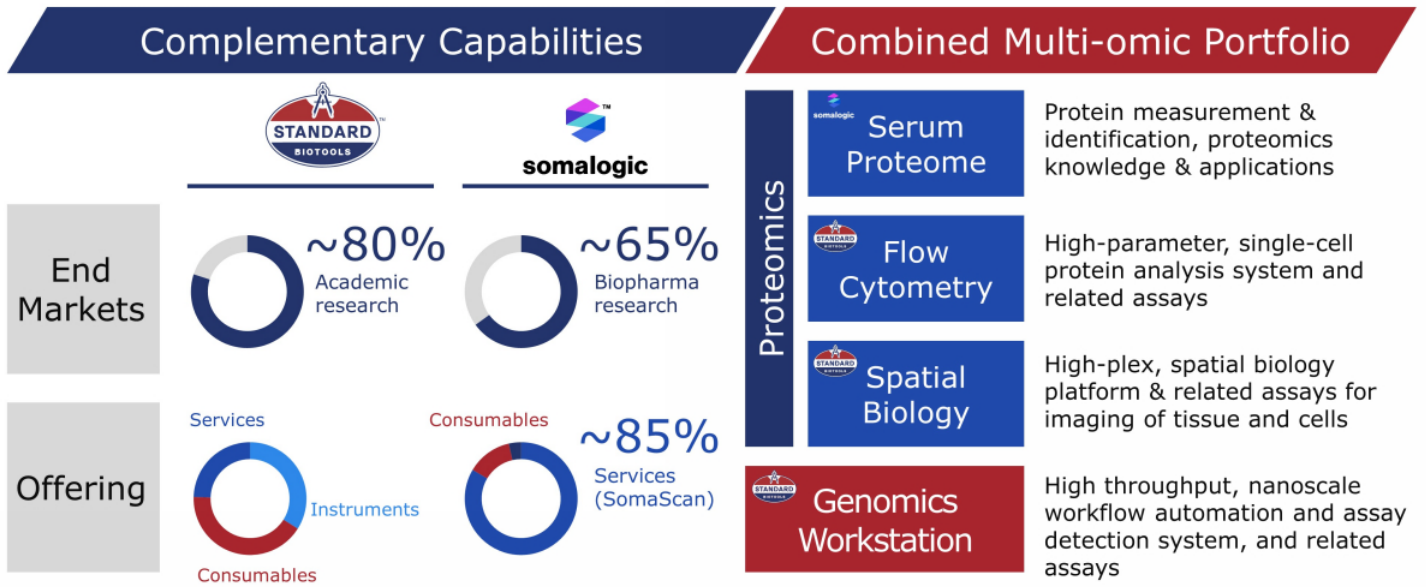
- Developing, manufacturing, supporting customers, and commercializing technology is costly
- Leveraging infrastructure costs requires deep operating expertise
- Need for sufficient capital



Combines Complementary
Capabilities

Complementary Multi-omic Technology Platform

Expands commercial reach with combined capabilities and offerings



Combined Leadership

Complementary capabilities fill gaps in each company's leadership roster and brings together a deep bench of experience



Leadership



Michael Egholm
Chief Executive Officer



Alex Kim
Chief Operating Officer



Jeffrey Black
Chief Financial Officer



Adam Taich
SLGC: Interim CEO
LAB: Chief Strategy Officer



Shane Bowen
SLGC: Chief R&D Officer
LAB: Chief Technology Officer



7 Member Board

CHAIR

Thomas Carey
Carey Advisors

Michael Egholm

Frank Witney

Fenel Eloi
P&M Capital Partners

Kathy Hibbs

Troy Cox

Eli Casdin



Drives Value Creation

Merger Accelerates Scale and Path to Profitability



somalogic

	2023E ⁽¹⁾ Pro-Forma combined	Merger Impacts	2026E Pro-Forma combined
Revenue	\$182M to \$190M	Double-Digit Annual revenue growth with synergies	\$300M+
Non-GAAP gross margin	~54%		~65%
Non-GAAP SG&A % of sales	~90%	\$80M Run-rate cost synergies by 2026E ⁽²⁾	~35%
Non-GAAP R&D % of sales	~35%		~15%
Adjusted EBITDA	Negative		>10%
Cash balance	\$500M	Disciplined Cash management	~\$350M+ ⁽³⁾
Free cash flow	(\$140M) to (\$150M)		Positive

(1) Assumes Q1 2024 close. 2023E revenue ranges based on full year guidance. Reflects YTD 2023 pro forma adjusted gross margin. Reflects estimated cash balance as of closing, net of transaction fees

(2) Compared to annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related, transaction-related and other non-recurring costs for both Standard BioTools and SomaLogic

16 (3) Assumes existing Standard BioTools convertible notes are converted to equity at maturity, or refinanced

...By Capturing \$80M Synergy Opportunity...

Substantial early progress with strong Q3'23 execution



G&A

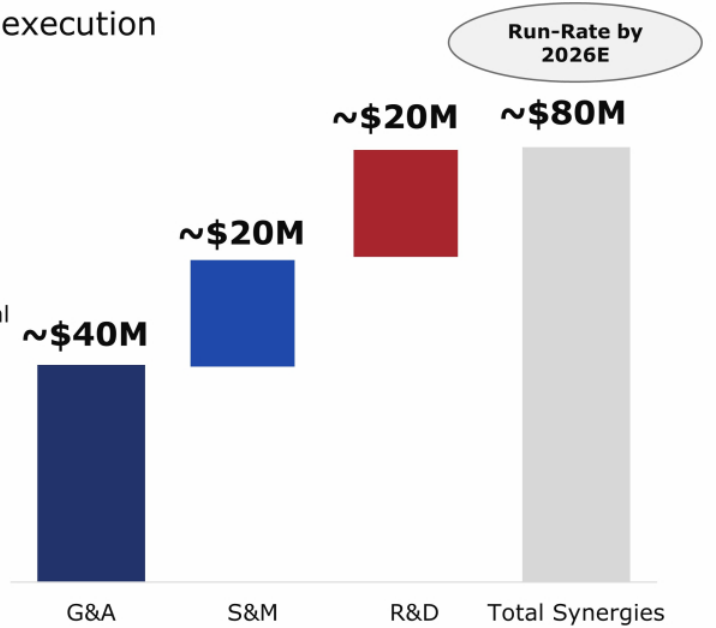
Elimination of redundant public company and G&A costs (Exec., HR, Legal, Finance, IT)

S&M

Rationalization of common commercial infrastructure (Sales, Marketing, Product Management)

R&D

Continue investment, prioritizing differentiated technologies with highest probability of sustained, profitable revenue growth



17 Synergy opportunity compared to combined annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related, transaction-related and other non-recurring costs for both Standard BioTools and SomaLogic

...Which Creates New Sources of Value

By virtue of majority control in the combined business, SLGC shareholders benefit from this new potential value creation

Illustrative Synergies Capitalization Multiple	Implied Synergies Value (\$M)	Incremental Value to SLGC Shareholders (On a SLGC Share Basis)	Implied Value Creation ⁽¹⁾
2.0x	\$160	\$0.59	27.9%
3.0x	240	0.89	41.9%
4.0x	320	1.18	55.7%

Sources: FactSet, Public Filings, SLGC Management (received balance sheet items (as of 08/31/23) and dilutive securities outstanding (as of 09/27/23) on 09/27/23), LAB Management (received dilutive securities outstanding (as of 09/28/23) and basic shares outstanding (as of 09/27/23) on 09/28/23, and balance sheet items (as of 08/31/23) on 09/30/23)

(1) Based on SLGC share price as of 12/18/2023 of \$2.12



The Merger Adds New Vectors for
Value Creation and Reduces Risk

Madryn's Concerns are Misplaced

The Myths	The Realities
A Undervalues SLGC	<ul style="list-style-type: none"> • SLGC trades in line with other small-cap cash burning public companies • Like others, SLGC has sustained significant value compression and has frequently traded at or below \$0 enterprise value • Despite being an all-stock merger (typically low or no premium) SLGC negotiated a ~30% premium in determining the exchange ratio • Transaction NOT a sale: SLGC shareholders retain majority of the company (57% with Series B Pref dilution) and governance representation
B Process was Flawed	<ul style="list-style-type: none"> • SLGC Board conducted a thorough and deliberative evaluation focused on identifying strategic options that could increase value for SLGC shareholders • Casdin was recused from all evaluation of the Merger and discussions of other alternatives once LAB emerged as a counterparty • Process included reaching out to 16 parties to solicit potential interest in a transaction • No compelling alternative interest expressed • SLGC Board negotiated heavily to secure fiduciary out should a Superior Proposal emerge post-signing, to eliminate non Board / Executive voting support agreements on the SLGC side and to secure strong pro forma governance
C Capital Structure is Risky	<ul style="list-style-type: none"> • Standalone, LAB well within market norms with \$66M of debt (~18% Debt / EV and ~(18%) Net Debt / EV) and \$132M of cash on its balance sheet⁽¹⁾ • Pro forma Company in stronger standing with over \$500M of cash and \$68M of debt (~18% Debt / EV and ~(125%) Net Debt / EV)⁽²⁾ • Series B Preferred Stock is effectively equity with no Preferred Dividend and no maturity • Preferred put rights in a change of control are manageable; in a cash deal, the put right is moot (as all equity is taken out for cash) and in a stock deal the counterparty is likely to request assurances that the put would not be triggered (as we did) and we, as a combined company, would seek those assurances as well • The seniority of the Series B Preferred Stock would only pose a risk in extreme downside (i.e., liquidation) • Conversion feature means Series B Preferred holders do not participate in upside value until stock price exceeds \$3.40; therefore, SLGC holders receive ~71% of any upside until \$3.40 per share
D Standalone Company is Superior	<ul style="list-style-type: none"> • We agree SLGC has significant growth potential • The market is not rewarding small-cap growth at a level that offsets required cash investment on a standalone basis and repositioning the standalone business in a way that could be rewarded is risky and far from certain to succeed • Under the structure of the transaction, SLGC shareholders continue to retain their interest in SLGC's growth while also benefiting from synergies, scale, diversification and LAB's business • Between announcement of the Merger and release of Madryn's letter SLGC has outperformed the index of cash burning growth tools companies⁽³⁾ by 1%; since the Madryn letter, casting doubt on the Merger, SLGC has traded 25% below the index⁽⁴⁾

Sources: FactSet, Public Filings, SLGC Management (received balance sheet items (as of 08/31/23) and dilutive securities outstanding (as of 09/27/23) on 09/27/23), LAB Management (received dilutive securities outstanding (as of 09/28/23) and basic shares outstanding (as of 09/27/23) on 09/28/23, and balance sheet items (as of 08/31/23) on 09/30/23)

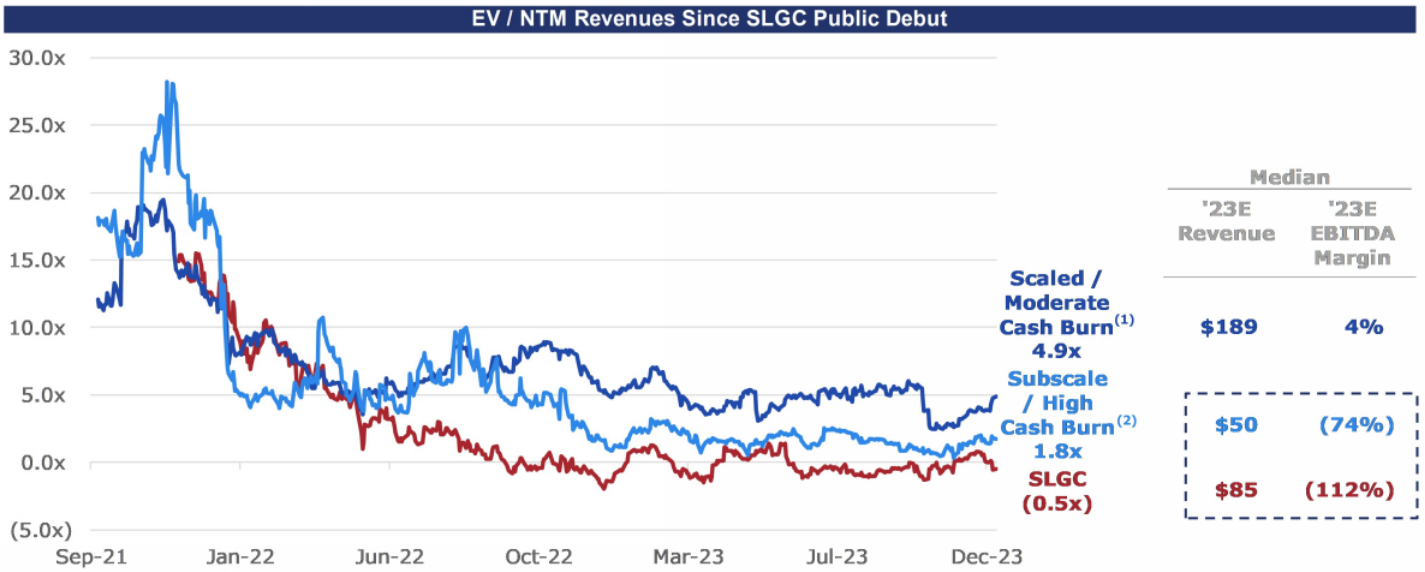
(1) Cash and cash equivalents as of 08/31/23 (~\$132M for LAB and ~\$458M for SLGC) and \$10M of LAB's non-convertible debt (face value), ~\$56M in LAB's convertible notes face,

(2) Pro forma company cash balance burdened by estimated remaining cash burn in 2023 less transaction fees of \$15M, and additional ~\$2M of SLGC's net non-operating liabilities (milestone and holdback contingent considerations)

(3) Cash burning growth tools companies includes AKYA, CTKB, MASS, QSI, QTRX, SEER, and TWST

(4) As of 12/18/23

A SLGC Trades in Line With Subscale Cash Burning Companies



Sources: FactSet, Public Filings, SLGC (received projections on 09/20/23); SLGC balance sheet items and dilutive securities outstanding are from latest 10-Q filing, As of 12/18/23

21 (1) Scaled / Moderate Cash Burn includes CTKB, QTRX, and OLK; OLK EV/NTM Revenues multiples data is excluded post acquisition announcement by TMO as of 10/17/23
 (2) Subscale / High Cash Burn includes AKYA, MASS, QSI, SEER, and TWST

B The Process was Robust and Deliberate

SLGC's Board was deliberate and thoughtful in evaluating the options

Go Alone

Retain 100% of SLGC Potential Value Creation

Benefits

- ✓ Retain 100% of potential upside between current market value and potential future value

Considerations

- ✗ No guarantee if or when market will value SLGC for growth potential
- ✗ Remains subscale in environment that favors larger / more diversified players
- ✗ Substantial cash burn a headwind on value creation
- ✗ Consolidation could happen around SLGC

Combine With LAB

Share in majority of SLGC Potential Value Creation
+
majority of LAB Potential Value Creation
+
majority of Potential Synergies
+
majority of Scale / Diversification Benefit

Benefits

- ✓ Retain majority of potential SLGC upside
- ✓ Receive majority of any potential LAB future value creation
- ✓ Capture majority of potential synergy value creation
- ✓ Enhance scale and diversification
- ✓ Position combined entity to be a potential leader in fragmented space with significant cash reserves and equity capital for M&A

Considerations

- ✗ Could markets recover in future allowing for better terms?

B Independent and Rigorous Board Oversight



Troy Cox
Former Chief Executive Officer,
Foundation Medicine



Robert Barchi
President Emeritus,
Rutgers University



Eli Casdin
Founder and Chief Investment Officer,
Casdin Capital



Anne Margulies
Former Vice President and Chief
Information Officer, Harvard University



Richard Post
Former Chief Executive Officer
and President, Autobyte, Inc



Jason Ryan
Chairman, SomaLogic
Board of Directors



Tycho Peterson
Chief Financial Officer, Adaptive
Biotechnologies



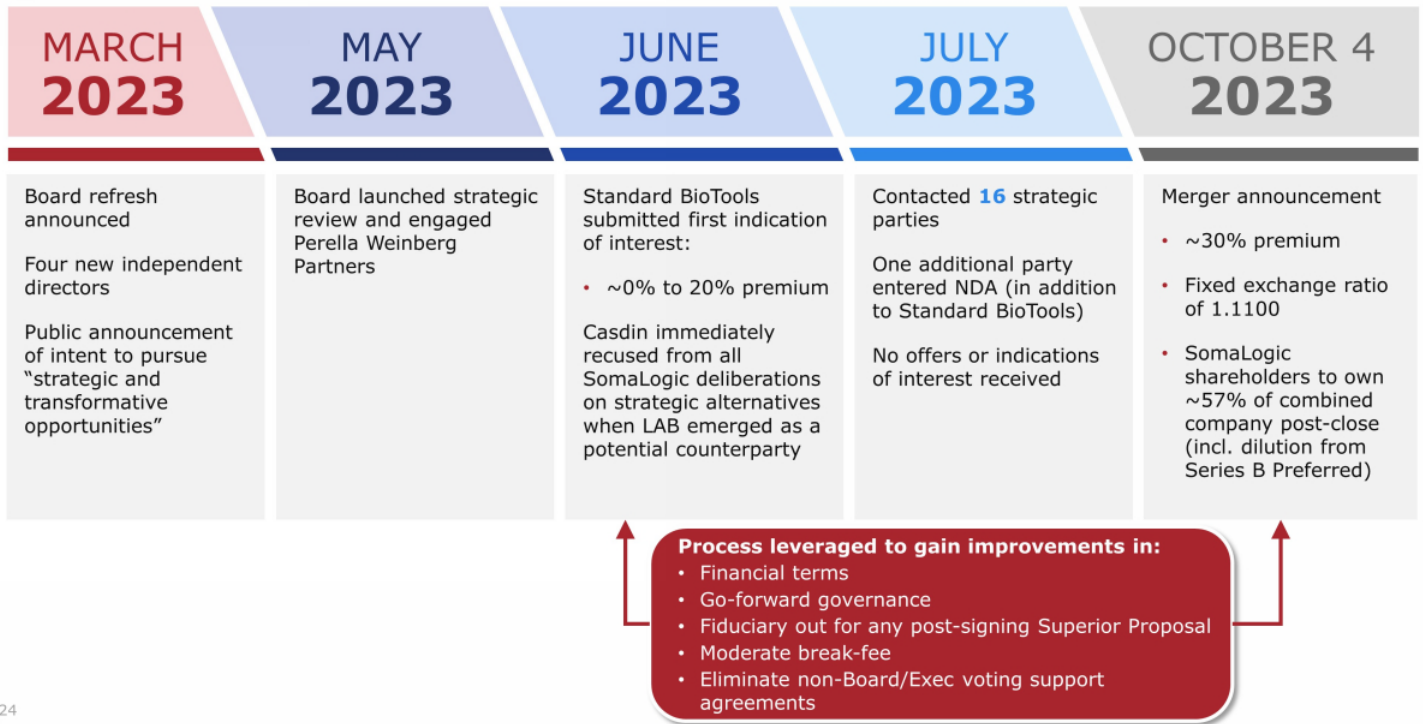
Kathy Hibbs
Chief Administrative Officer,
23andMe



Thomas Carey
Founder and Principal,
Carey Advisors

- Board refresh with four new highly experienced Independent Directors appointed in March 2023
- In conjunction with Board and management changes, SLGC publicly announces intent to “evaluate strategic and transformative opportunities”
- Financial advisors retained in May 2023
- Rigorous evaluation process with weekly Transaction Committee meetings
- **Eli Casdin recused from all negotiations and strategic options discussions once LAB emerged as a potential interested party**

B Robust Evaluation of Alternatives

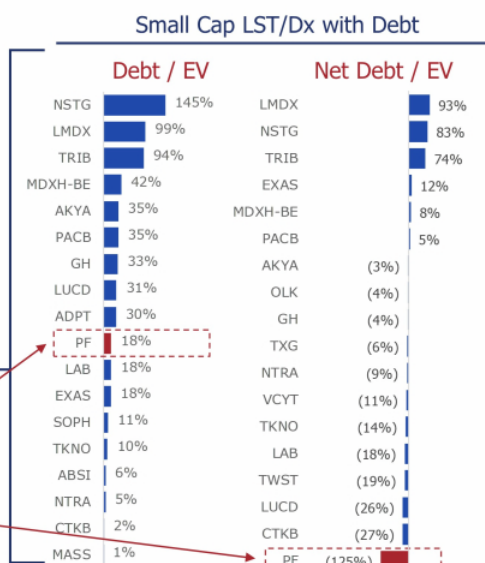


C Pro Forma Capital Structure is Strong



somalogic

	2023E Pro-Forma combined
Cash ⁽¹⁾	\$530
Total Debt & Other ⁽²⁾	\$68
Series B Convertible Preferred ⁽³⁾	\$256
Common Equity ⁽⁴⁾	\$576
Enterprise Value⁽⁴⁾	\$369
Debt / Enterprise Value	18%
Net Debt / Enterprise Value	(125%)



Sources: FactSet, Public Filings, SLGC Management (received balance sheet items (as of 08/31/23) and dilutive securities outstanding (as of 09/27/23) on 09/27/23), LAB Management (received dilutive securities outstanding (as of 09/28/23) and basic shares outstanding (as of 09/27/23) on 09/28/23, and balance sheet items (as of 08/31/23) on 09/30/23, market data as of 12/18/23)

(1) Cash and cash equivalents as of 08/31/23 (~\$132M for LAB and ~\$458M for SLGC) burdened by estimated remaining cash burn in 2023 less transaction fees of \$15M

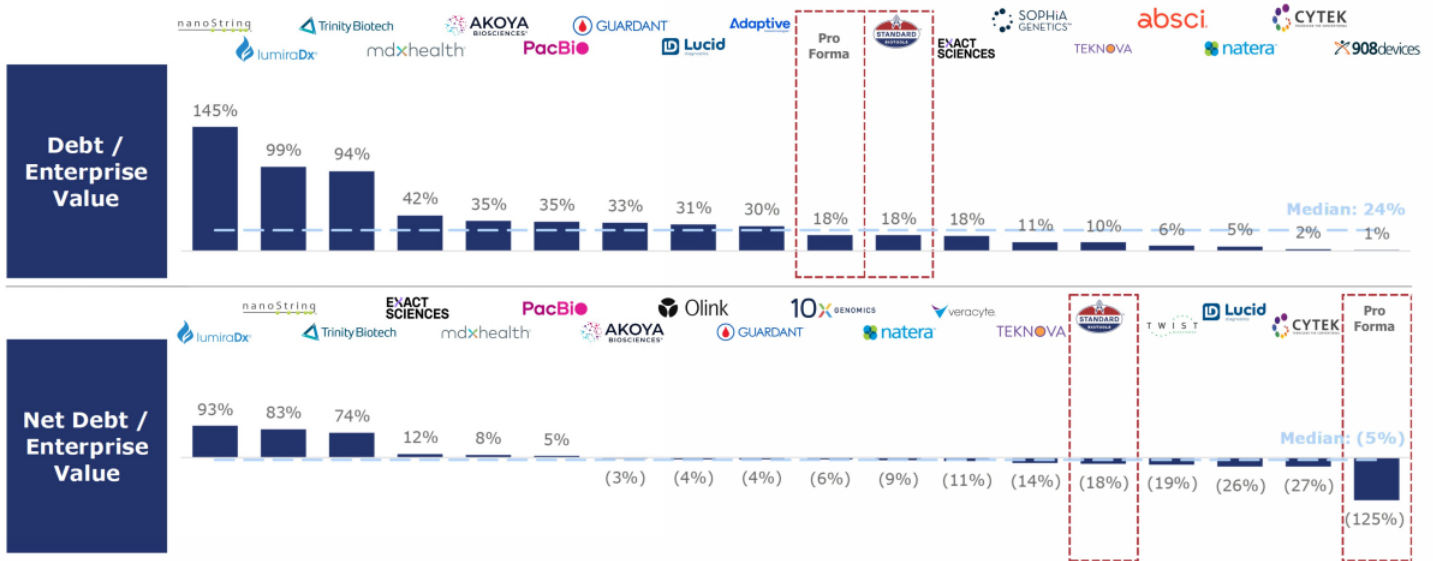
(2) \$10M of LAB's non-convertible debt (face value), ~\$56M in LAB's convertible notes face, and ~\$2M of SLGC's net non-operating liabilities (milestone and holdback contingent considerations)

(3) 75,164,400 Series B Convertible Preferred Stock with a liquidation preference of \$3.40

(4) Based on LAB stock price as of 12/18/23 of \$1.95, using a 1.1100 exchange ratio, SLGC FDSO of 191,679,727 and LAB FDSO of 87,300,758

C Debt Benchmarking

LAB's debt load both standalone and pro forma are well within reasonable ranges



Sources: FactSet, Public Filings, SLGC Management (received balance sheet items (as of 08/31/23) and dilutive securities outstanding (as of 09/27/23) on 09/27/23), LAB Management (received dilutive securities outstanding (as of 09/28/23) and basic shares outstanding (as of 09/27/23) on 09/28/23, and balance sheet items (as of 08/31/23) on 09/30/23, market data as of 12/18/23)

(1) Based on LAB stock price as of 12/18/23 of \$1.95, using a 1.1100 exchange ratio, SLGC FDSO of 191,679,727, 10M of LAB's non-convertible debt (face value), ~\$56M in LAB's convertible notes (face value), and ~\$2M of SLGC's net non-operating liabilities (milestone and holdback contingent considerations)

(2) LAB FDSO of 87,300,758, and 75,164,400 Series B Convertible Preferred Stock with a liquidation preference of \$3.40

C The Merger Enhances SLGC

- ✓ Shareholders retain majority interest in our business and will continue to benefit from future SLGC value creation
- ✓ Brings new capabilities and new growth drivers (including substantial synergies) to accelerate the path to breakeven
- ✓ Enhances scale, diversification and profitability – which investors demand today
- ✓ The Board believes the Merger drives GREATER potential value creation with LOWER risk than the standalone option



Hi {fname}! This is {agent_first_name} with Alliance Advisors, on behalf of your investment with Standard BioTools, Inc., and the Board of Directors.

Standard BioTools Inc.'s Special Meeting of Stockholder is fast approaching, and according to our records we have not received your vote.

As previously announced by The Company, Standard BioTools Inc. have entered into an Agreement and Plan of Merger with SomaLogic, Inc. and the Merger cannot be consummated unless the stockholders of Standard BioTools, Inc. approve the foregoing proposals.

To review the meeting proposals please click the following link.

https://www.sec.gov/Archives/edgar/data/1162194/000110465923122872/tm2327944-8_424b3.htm

To prevent any additional mailings or phone calls, please contact us at 1-800-574-5969 or vote using the link below.

[Individual Link here]

Thanks.



Dear First Last Name:

Standard BioTools Inc.'s Special Meeting of Stockholder is fast approaching, and according to our records we have not received your vote.

As previously announced by The Company, Standard BioTools Inc. have entered into an Agreement and Plan of Merger with SomaLogic, Inc. and the Merger cannot be consummated unless the stockholders of Standard BioTools, Inc. approve the foregoing proposals. Your vote is very important, regardless of the number of shares of Standard BioTools, Inc. Common Stock that you own, please make sure to vote your shares today.

Your Board of Directors unanimously recommends that Stockholders vote **FOR** on all proposals. Details on the meeting and the proposals can be found by visiting <https://investors.standardbio.com/sec-filings>.

Voting is easy!

Simply use one of the following methods to promptly provide your voting instructions:

1. **Vote with a live Proxy Specialist** – You may cast your vote with a live proxy specialist by calling toll free at **1-800-574-5969** between the hours of 9:00am -10:00pm EST, Monday through Friday.
 2. **Vote Online** – You can click the link below and follow the online instructions.
-

[CLICK HERE TO VOTE](#)

Please Vote Today!

We urge you to vote before January 4, 2024!
