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): January 30, 2026

Standard BioTools Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34180**	**77-0513190**
(State or other jurisdiction of incorporation or organization)	(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 12b-2 of the Exchange Act.

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 2.01 Completion of Acquisition or Disposition of Assets.

On January 30, 2026, Standard BioTools Inc., a Delaware corporation (the "Company") completed the previously announced sale of all of the equity interests of SomaLogic, Inc. ("SomaLogic"), Sengenics Corporation LLC and Sengenics Corporation Pte Ltd (such equity interests, collectively, the "Shares"), the entities that operate the Company's aptamer-based and functional proteomics business, including KREX, Single SOMAmer and translational and diagnostic assays (the "Business"), pursuant to the terms of the Stock Purchase Agreement (the "Purchase Agreement"), dated as of June 22, 2025, by and between the Company and Illumina, Inc., a Delaware corporation ("Purchaser") (such transaction, the "Transaction"). The Transaction does not include the Company's mass cytometry and microfluidics businesses, which are being retained by the Company.

Under the terms of the Purchase Agreement, Purchaser acquired the Shares for aggregate cash consideration of up to $425 million, comprising (i) an upfront payment of $350 million in cash, which was paid at the closing of the Transaction, as adjusted in accordance with the terms of the Purchase Agreement and subject to customary post-closing adjustments as set forth in the Purchase Agreement, and (ii) up to $75 million in earnout payments, payable upon the achievement of specified targets for net revenue generated from SomaScan assay services or any other SOMAmer-based assay services and sales of SOMAmer-based array kits and SOMAmer-based next-generation sequencing library preparation kits in fiscal years 2025 and 2026.

In connection with the completion of the Transaction, as additional consideration, the Company and Purchaser entered into (i) a royalty agreement, pursuant to which the Company will be entitled to a specified royalty stream on net revenues generated from sales of SOMAmer-based next-generation sequencing library preparation kits, (ii) a license agreement, pursuant to which Purchaser will provide a specified license to the Company for the intellectual property relating to Single SOMAmers for potential development and commercialization of Single SOMAmer reagents for use in singleplex affinity assays and (iii) a royalty agreement, pursuant to which the Company will be entitled to a specified royalty stream on net revenues generated from sales of Single SOMAmers.

In connection with the completion of the Transaction, the Company and Purchaser also entered into a transition services agreement, pursuant to which the Company will provide certain services to Purchaser on a transitional basis and for a specified period following the closing of the Transaction in connection with Purchaser's operation of the Business.

As a result of the closing of the Transaction, which included the sale of all of the equity interests of SomaLogic to Purchaser, the Company no longer has any subsidiary that is a party to the Collaboration Agreement, dated as of December 31, 2021, by and between SomaLogic and Illumina Cambridge, Ltd. (as amended on November 14, 2022, June 15, 2023, September 21, 2023 and June 23, 2025, the "Collaboration Agreement"), and neither the Company nor any of its subsidiaries will be entitled to any royalties or other payments under the Collaboration Agreement.

The Purchase Agreement is not intended to provide any other factual information about the Transaction. The representations, warranties and covenants contained in the Purchase Agreement were made solely for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to the Purchase Agreement, and may be subject to limitations agreed upon by the parties, including being qualified by confidential disclosures made by each party to the other for the purposes of allocating contractual risk between them that differ from those applicable to investors. In addition, certain representations and warranties may be subject to a contractual standard of materiality different from those generally applicable to investors and may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. Information concerning the subject matter of the representations, warranties and covenants may change after the date of the Purchase Agreement, which subsequent information may or may not be fully reflected in public disclosures by the Company. Investors should not rely on the representations, warranties and covenants or any description thereof as characterizations of the actual state of facts or condition of the Company.

The foregoing description of the Purchase Agreement and the Transaction does not purport to be complete and is qualified in its entirety by reference to the description in the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on June 23, 2025 (the "Signing 8-K"), which description is incorporated herein by reference, and the full text of the Purchase Agreement, a copy of which was filed by the Company as Exhibit 2.1 to the Signing 8-K, the full text of which is incorporated herein by reference.

Item 2.02 Results of Operations and Financial Condition.

On January 30, 2026, the Company issued a press release (the "Press Release"), as described further under Item 7.01 below, which included information with respect to certain financial results of the Company. A copy of the Press Release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference. The Company's financial results are unaudited and may be adjusted as a result of, among other things, completion of financial closing procedures and internal reviews. This financial information does not represent a comprehensive statement of the Company's current financial results.

Item 7.01 Regulation FD Disclosure.

On January 30, 2026, the Company issued the Press Release announcing the completion of the Transaction. A copy of the Press Release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information set forth in Items 2.02 and 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.

Forward-Looking Statements

Certain statements made in this Current Report on Form 8-K and Exhibit 99.1 hereto are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding future financial and business performance, including with respect to potential earnout payments and royalty streams; expected cash and cash equivalents; operational and strategic plans; deployment of capital; market and growth opportunity and potential; and the potential to realize the expected benefits of the Transaction. All statements, other than statements of historical fact, may be forward-looking statements. These forward-looking statements may be accompanied by such words as "anticipate," "believe," "estimate," "expect," "forecast," "intend," "may," "plan," "potential," "project," "target," "should," "likely," "will" and other words and terms of similar meaning.

Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including, but not limited to: risks of stockholder litigation relating to the Transaction, including resulting expense; the potential that the expected benefits and opportunities of the Transaction may not be realized or may take longer to realize than expected; risks that the anticipated benefits and synergies of prior and potential future acquisitions and the integration of any such businesses, including the potential for such transactions to drive long-term profitable growth, may not be fully realized or may take longer to realize than expected; risks that the Company may not realize expected cost savings from such transactions; possible integration, restructuring and transition-related disruption resulting from such transactions, including through the loss of customers, suppliers, and employees and adverse impacts on the Company's development activities and results of operation; integration and restructuring activities, including customer and employee relations, management distraction, and reduced operating performance; risks that internal and external costs required for ongoing and planned activities may be higher than expected, which may cause the Company to use cash more quickly than it expects or change or curtail some of the Company's plans, or both; risks that the Company's expectations as to expenses, cash usage, and cash needs may prove not to be correct for other reasons such as changes in plans or actual events being different than our assumptions; changes in the Company's business or external market conditions; anticipated NIH funding pressures; the expected effect from U.S. export controls and the expected impact from tariffs; challenges inherent in developing, manufacturing, launching, marketing, and selling new products; interruptions or delays in the supply of components or materials for, or manufacturing of, the Company's products; reliance on sales of capital equipment for a significant proportion of revenues in each quarter; seasonal variations in customer operations; unanticipated increases in costs or expenses; continued or sustained budgetary, inflationary, or recessionary pressures; uncertainties in contractual relationships; reductions in research and development spending or changes in budget priorities by customers; uncertainties relating to the Company's research and development activities and distribution plans and capabilities; potential product performance and quality issues; risks associated with international operations; intellectual property risks; and competition.

For information regarding other related risks, see the "Risk Factors" section in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 11, 2025, in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 filed with the SEC on August 15, 2025 and in the Company's other filings with the SEC.

These forward-looking statements speak only as of the date hereof. The Company disclaims any obligation to update these forward-looking statements except as may be required by law.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The pro forma financial information required by Item 9.01(b) is not included in this Current Report on Form 8-K. The Company intends to file such pro forma financial information by amendment to this Current Report on Form 8-K not later than four business days after the date of this Current Report on Form 8-K.

(d) Exhibits

Exhibit No.	Description of Exhibit
2.1+*	Stock Purchase Agreement, dated as of June 22, 2025, by and between Standard BioTools Inc., and Illumina, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on June 23, 2025).
99.1	Press Release, dated as of January 30, 2026.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

+ Portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K because they are both (i) not material and (ii) are the type of information the Registrant customarily and actually treats as private or confidential.

* Certain schedules and attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to provide, on a supplemental basis, a copy of any omitted schedules and attachments to the Securities and Exchange Commission or its staff upon request.

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.

Date: January 30, 2026

STANDARD BIOTOOLS INC.

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

Exhibit 99.1

Standard BioTools Completes Sale of SomaLogic to Illumina

Received $350 Million in upfront cash at closing; Up to $425 Million in total proceeds inclusive of near-term earnout payments

Approximately $550 million in cash & cash equivalents on balance sheet at close, excluding potential future earnouts, to fuel inorganic growth strategy

Continuing Operations on track to achieve positive adjusted EBITDA in 2026

BOSTON, Mass., Jan. 30, 2026 -- Standard BioTools Inc. (NASDAQ: LAB) (the "Company" or "Standard BioTools") today announced it has completed the previously announced sale of SomaLogic to Illumina, Inc. (NASDAQ: ILMN) ("Illumina") for $350 million in upfront cash and up to $75 million in near-term earnout payments for aggregate cash consideration of up to $425 million plus specified royalties.

"The closing of this transaction marks a major milestone in our strategic transformation. We are lean, focused and extremely well positioned, and emerge today far stronger than we were yesterday," said Michael Egholm, PhD, President and Chief Executive Officer of Standard BioTools. "We are now financially resourced to pursue disciplined M&A that accelerates growth and scale like few similarly sized peers in our industry can."

Transaction Details

With the sale of SomaLogic to Illumina, which includes SomaScan® Assay Services, Authorized Sites and KREX™, Standard BioTools received an upfront payment of $350 million, subject to customary adjustments, and is eligible to receive up to $75 million in earnout payments, consisting of up to $25 million based on 2025 performance and up to $50 million based on 2026 performance, payable upon the achievement of specified targets for net revenue generated from SOMAmer-based assay services and related products.[1]

Standard BioTools will also receive a 2% royalty on net revenues generated from sales of SOMAmer-based NGS library preparation kits for 10 years and a co-exclusive license to the intellectual property relating to Single SOMAmer commercialization in singleplex affinity assays.

Following the closing of the transaction, as of January 30, 2026, Standard BioTools estimates a cash and cash equivalents balance of approximately $550 million. This approximate cash and cash equivalents balance is unaudited and may be adjusted as a result of, among other things, completion of financial closing procedures and internal reviews. This financial information does not represent a comprehensive statement of the Company's current financial results.

[1] The earnout payment of up to $25 million based on 2025 performance will be determined in accordance with the terms of the definitive transaction documentation, including customary review procedures between Standard BioTools and Illumina.

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 future financial and business performance, including with respect to potential earnout payments and royalty streams; expected cash and cash equivalents; operational and strategic plans; deployment of capital; market and growth opportunity and potential; and the potential to realize the expected benefits of the transaction. All statements, other than statements of historical fact, may be forward-looking statements. These forward-looking statements may be accompanied by such words as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “potential,” “project,” “target,” “should,” “likely,” “will” and other words and terms of similar meaning.

Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including, but not limited to: risks of stockholder litigation relating to the transaction, including resulting expense the potential that the expected benefits and opportunities of the transaction may not be realized or may take longer to realize than expected; risks that the anticipated benefits and synergies of prior and potential future acquisitions and the integration of any such businesses, including the potential for such transactions to drive long-term profitable growth, may not be fully realized or may take longer to realize than expected; risks that the Company may not realize expected cost savings from such transactions; possible integration, restructuring and transition-related disruption resulting from such transactions, including through the loss of customers, suppliers, and employees and adverse impacts on the Company’s development activities and results of operation; integration and restructuring activities, including customer and employee relations, management distraction, and reduced operating performance; risks that internal and external costs required for ongoing and planned activities may be higher than expected, which may cause the Company to use cash more quickly than it expects or change or curtail some of the Company’s plans, or both; risks that the Company’s expectations as to expenses, cash usage, and cash needs may prove not to be correct for other reasons such as changes in plans or actual events being different than our assumptions; changes in the Company’s business or external market conditions; anticipated NIH funding pressures; the expected effect from U.S. export controls and the expected impact from tariffs; challenges inherent in developing, manufacturing, launching, marketing, and selling new products; interruptions or delays in the supply of components or materials for, or manufacturing of, the Company’s products; reliance on sales of capital equipment for a significant proportion of revenues in each quarter; seasonal variations in customer operations; unanticipated increases in costs or expenses; continued or sustained budgetary, inflationary, or recessionary pressures; uncertainties in contractual relationships; reductions in research and development spending or changes in budget priorities by customers; uncertainties relating to the Company’s research and development activities and distribution plans and capabilities; potential product performance and quality issues; risks associated with international operations; intellectual property risks; and competition.

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These forward-looking statements speak only as of the date hereof. The Company disclaims any obligation to update these forward-looking statements except as may be required by law.

About Standard BioTools Inc.

Standard BioTools Inc. (Nasdaq: LAB), has an established portfolio of essential, standardized next-generation technologies that help biomedical researchers develop better medicines faster. As a leading solutions provider, the company provides reliable and repeatable insights in health and disease using its proprietary mass cytometry and microfluidics technologies, which help transform scientific discoveries into better patient outcomes. Standard BioTools works with leading academic, government, pharmaceutical, biotechnology, plant and animal research and clinical laboratories worldwide, focusing on the most pressing needs in translational and clinical research, including oncology, immunology and immunotherapy. Learn more at standardbio.com or connect with us on X, Facebook®, LinkedIn, and YouTube™.

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Patent and License Information: standardbio.com/legal/notices.

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