

**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, 2024

Standard BioTools Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34180
(Commission File Number)

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

2 Tower Place, Suite 2000
South San Francisco, California 94080
(Address of principal executive offices and zip code)
(650) 266-6000

(Registrant's telephone number, including area code)

N/A

(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	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 8.01 Other Events.

On December 13, 2023, Plaintiffs Dr. Larry Gold and Dr. Jason Cleveland (together, the “Plaintiffs”), on behalf of a putative class of former stockholders of Nominal Defendant SomaLogic, Inc. (“SomaLogic”), a wholly owned subsidiary of Standard BioTools Inc. (the “Company”), filed a Verified Class Action Complaint (the “Action”) in the Court of Chancery of the State of Delaware (the “Delaware Court”), alleging that the defendants breached their duty of disclosure by issuing an allegedly materially false and misleading proxy statement (the “Proxy”). On December 21, 2023, SomaLogic filed corrective and supplemental merger disclosures to the Proxy (the “Mooting Disclosures”). On September 3, 2024, the Plaintiffs filed a Motion for an Interim Award of Attorneys’ Fees and Expenses seeking an award of attorneys’ fees and expenses incurred by the Plaintiffs in securing the Mooting Disclosures (the “Fee Application”).

SomaLogic denies and continues to deny all allegations of wrongdoing in the Action. Plaintiffs and SomaLogic agreed that the Mooting Disclosures rendered moot certain of Plaintiffs’ claims. Following negotiations, the Company subsequently decided to avoid further litigation of the issue by resolving the Fee Application and agreeing to pay \$890,000 in attorneys’ fees and expenses in full satisfaction of any and all claims by Plaintiffs and their counsel for fees and expenses in the Action relating to the Mooting Disclosures. In making this decision, SomaLogic and the Company considered various factors, including the cost and time associated with litigation.

On December 19, 2024, the Delaware Court entered an order, pursuant to a stipulation, providing that notice of these payments be given through the filing of this Current Report on Form 8-K. A copy of the Stipulation and [Proposed] Order Governing Plaintiffs’ Motion for An Interim Award of Attorneys’ Fees and Expenses is attached hereto as Exhibit 99.1 and is incorporated herein by reference. In entering the order, the Delaware Court was not asked to review, and did not pass judgment on, the agreed payment of Plaintiffs’ attorneys’ fees and expenses or their reasonableness. The Plaintiffs’ counsel are A. Thompson Bayliss and E. Wade Houston of Abrams & Bayliss LLP, (302) 778-1000; and Peter L. Welsh and Nicholas M. Berg of Ropes & Gray LLP, (617) 951-7000. Counsel for the Company are D. McKinley Measley of Morris, Nichols, Arsht & Tunnell LLP, (302) 658-9200; and John F. Sylvia of Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., (617) 542-6000.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Stipulation and [Proposed] Order Governing Plaintiffs’ Motion for An Interim Award of Attorneys’ Fees and Expenses dated December 19, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 20, 2024

STANDARD BIOTOOLS INC.

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



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DR. LARRY GOLD and)
DR. JASON CLEVELAND, on behalf)
of themselves and all similarly situated)
former stockholders of SomaLogic, Inc.,)

Plaintiffs,)

v.)

C.A. No. 2023-1249-SG

ELI CASDIN, TROY COX, THOMAS)
CAREY, JASON RYAN, and CASDIN)
CAPITAL, LLC,)

Defendants.)

**STIPULATION AND [PROPOSED] ORDER
GOVERNING PLAINTIFFS' MOTION FOR AN
INTERIM AWARD OF ATTORNEYS' FEES AND EXPENSES**

WHEREAS, the parties have reached an agreement to resolve Plaintiff's Motion for an Interim Award of Attorney's Fees and Expenses ("Mootness Fee Application");

WHEREAS, Defendants have denied and continue to deny all allegations and claims brought by Plaintiffs;

WHEREAS, Defendants agreed to resolve Plaintiffs' Mootness Fee Application solely to avoid the cost and litigation risk associated with opposing Plaintiffs' Mootness Fee Application;

WHEREAS, the Court requires the parties to provide notice to stockholders concerning any agreed-upon payment of attorneys' fees and expenses in circumstances where the underlying claims are dismissed as moot; and

WHEREAS, the Court has not passed judgment on the amount of the payment to be made with respect to Plaintiffs' Mootness Fee Application.

IT IS HEREBY STIPULATED AND AGREED, by the parties, subject to the Court's approval, as follows:

1. Defendants shall cause Standard BioTools, Inc. ("Standard BioTools") to attach this Stipulation and Order Regarding Notice (the "Order") as an exhibit to a Form 8-K (substantially in the form attached hereto as **Exhibit A**) that Standard BioTools will file with the United States Securities and Exchange Commission within four (4) business days following the entry of this Order. The filing by Standard BioTools of this Order as an attachment to a Form 8-K constitutes adequate notice for purposes of Ct. Ch. R. 23(e) (the "Notice").
2. Defendants' counsel shall file with the Court an affidavit that the Notice has been made in accordance with Paragraph 1 above no later than five (5) business days after the Notice has been publicly filed (the "Affidavit");
3. Within five (5) business days of the date of the entry of this Order, Defendants shall cause Standard BioTools, or its designee, to pay Plaintiffs' counsel eight hundred ninety thousand dollars and zero cents (\$890,000.00) in full

satisfaction of Plaintiffs' Mootness Fee Application. The foregoing payment shall fully satisfy and resolve Plaintiffs' Mootness Fee Application, and Plaintiffs' counsel shall not seek any additional fees, expenses, or costs relating to its Mootness Fee Application.

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Date: December 16, 2024

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SO ORDERED, this _____ day of December, 2024.

Vice Chancellor Sam Glasscock III

This document constitutes a ruling of the court and should be treated as such.

File & Serve

Transaction ID: 75235160

Current Date: Dec 19, 2024

Case Number: 2023-1249-SG

/s/ Judge Sam Glasscock