

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): September 12, 2024

Singular Genomics Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40443  
(Commission File Number)

81-2948451  
(IRS Employer  
Identification No.)

3010 Science Park Road  
San Diego, California 92121

(858) 333-7830  
(Registrant's address of principal executive offices  
and 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(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	OMIC	Nasdaq Capital 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.**

On September 12, 2024, Deerfield Management Company, L.P. and certain affiliated funds (collectively, “Deerfield”) filed a Schedule 13D with the U.S. Securities and Exchange Commission containing a proposal to acquire all of the outstanding shares of common stock of Singular Genomics Systems, Inc. (the “Company”) that are not already owned by Deerfield for \$10.00 per share in cash (the “Proposal”).

A copy of the Company’s press release announcing the filing of the Proposal is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated September 12, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Singular Genomics Systems, Inc.

Dated: September 12, 2024

By: /s/ Dalen Meeter

Dalen Meeter

Chief Financial Officer

*Principal Financial Officer and Principal Accounting Officer*

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## **Singular Genomics Receives Non-Binding Acquisition Proposal from Deerfield**

**San Diego, CA, September 12, 2024** – Singular Genomics Systems, Inc. (Nasdaq: OMIC), a company leveraging novel next-generation sequencing (NGS) and spatial multiomics technologies to empower researchers and clinicians, announced today that it has received a non-binding proposal from Deerfield Management Company, L.P. and certain affiliated funds (collectively, “Deerfield”), to acquire all of the Company’s outstanding shares of common stock that are not already owned by Deerfield for \$10.00 per share in cash. Deerfield, an existing stockholder of the Company, indicated in its letter that it intends to invite other major stockholders and existing management to rollover their shares of common stock into the new company.

The Company’s board of directors previously formed a special committee of independent directors (the “Special Committee”) to evaluate and consider the Company’s strategic alternatives, which would include the proposal submitted by Deerfield.

There can be no assurance that any transaction will be consummated, whether involving Deerfield or any other party. The Company and the Special Committee do not intend to comment further about Deerfield’s proposal unless and until the Special Committee deems further disclosure is appropriate.

A copy of Deerfield’s proposal letter delivered to the Special Committee on September 5, 2024 is available as an exhibit to Deerfield’s statement of beneficial ownership on Schedule 13D, as publicly filed on Thursday, September 12, 2024, with the United States Securities and Exchange Commission.

### **ADVISORS**

TD Cowen is serving as financial advisor to the Special Committee, Richards, Layton & Finger, P.A. is serving as the Special Committee’s outside legal advisor and Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP is serving as legal advisor to the Company.

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## **About Singular Genomics Systems, Inc.**

Singular Genomics is a life science technology company that develops next-generation sequencing and multiomics technologies. The commercially available G4<sup>®</sup> Sequencing Platform is a powerful, highly versatile benchtop genomic sequencer designed to produce fast and accurate results. In addition, the Company is currently developing the G4X<sup>™</sup> Spatial Sequencer, which will leverage its proprietary sequencing technology, applying it as an *in situ* readout for transcriptomics, proteomics and fluorescent H&E in tissue, with spatial context and on the same platform as the G4. Singular Genomics' mission is to empower researchers and clinicians to advance science and medicine. Visit [www.singulargenomics.com](http://www.singulargenomics.com) for more information.

## **Forward-looking Statements**

Certain statements contained in this press release, other than historical information, constitute forward-looking statements within the meaning of the federal securities laws. In some cases, forward-looking statements can be identified by terms such as "anticipates," "believes," "could," "estimates," "expects," "foresees," "forecasts," "guidance," "intends" "goals," "may," "might," "outlook," "plans," "potential," "predicts," "projects," "seeks," "should," "targets," "will," "would" or similar expressions and the negatives of those terms. These forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Further information on these and additional risks that could affect Singular Genomics' results is included in its filings with the Securities and Exchange Commission ("SEC"), including its most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, and future reports that Singular Genomics may file with the SEC from time to time, which could cause actual results to vary from expectations. Any forward-looking statement made by Singular Genomics in this press release speaks only as of the day on which Singular Genomics makes it. Singular Genomics assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this release.

## **Investor Contact**

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