

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 31, 2021

**SomaLogic, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40090**  
(Commission File Number)

**52-4298912**  
(IRS Employer  
Identification No.)

**2945 Wilderness Place, Boulder, Colorado**  
(Address of principal executive offices)

**80301**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 625-9000**

**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 to 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
Class A common stock, \$0.0001 par value per share	SLGC	The NASDAQ Stock Market LLC
Warrants, each exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	SLGCW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 1.01. Entry into a Material Definitive Agreement.

On December 31, 2021, SomaLogic, Inc. (the “Company”) entered into a collaboration agreement (the “Collaboration Agreement”) with Illumina Cambridge Ltd. (“Illumina Cambridge”), and with Illumina, Inc. (together with Illumina Cambridge, collectively, “Illumina”), solely as guarantor of certain obligations of Illumina Cambridge under the Collaboration Agreement, in connection with the development of co-branded next generation sequencing (“NGS”) based proteomic distributable kits (the “Licensed Products”) and related commercial arrangements.

The Collaboration Agreement includes the following terms, among others:

- The Company grants Illumina rights to use certain of the Company’s intellectual property to develop the Licensed Products in exchange for, among other things, an up-front payment from Illumina to the Company of \$30,000,000 and certain minimum annual royalty payments to the Company in each year following the first commercial sale of the Licensed Products up to a minimum royalty payment of \$25,900,000 in the fifth and each subsequent year following the first commercial sale of the Licensed Products, creditable against royalties to the Company based on net sales of the Licensed Products subject to varying royalty rates depending on, among other things, the time period during which the net sales occur.
- The Company further grants Illumina the right to grant third parties the right to use certain of the Company’s intellectual property solely to the extent necessary for the development and commercialization of NGS-based proteomic distributable kits.
- The Company also grants Illumina the right to grant third parties the right to use certain of the Company’s intellectual property for the development and commercialization of certain in vitro diagnostic test kits in exchange for a technology access fee to be assessed by Illumina and paid to the Company.
- Licensed Products will be developed pursuant to a mutually agreed upon development plan. Illumina will be responsible for regulatory, manufacturing and commercialization activities, except that the Company will maintain sole responsibility and sole decision-making authority for and with respect to the Company’s proprietary SOMAmer reagents and any other components provided to Illumina by the Company pursuant to a supply agreement, which the parties have agreed will be negotiated in good faith and entered into in advance of the commercialization of the Licensed Products. Illumina has agreed to use commercially reasonable efforts to commercialize a Licensed Product.
- Each party will retain ownership to its background intellectual property as well as any new intellectual property conceived and reduced to practice solely by the employees of such party. Intellectual property conceived and reduced to practice jointly by the parties will be the joint intellectual property of the parties.
- For a period beginning on the effective date of the Collaboration Agreement and ending on the seventh (7<sup>th</sup>) anniversary of the first commercial sale of a Licensed Product, which may be shortened upon the occurrence of certain events, Illumina, the Company and its affiliates have agreed to collaborate exclusively with each other on the development of Licensed Products.
- The parties have agreed to certain representations and warranties, indemnification, limitations of liability, and confidentiality and other provisions customary for agreements of a similar nature.

Unless earlier terminated in accordance with its terms, the Collaboration Agreement will remain in effect until the expiration of the last-to-expire royalty period for the Licensed Products. The Collaboration Agreement may be terminated by either party due to a material breach of the other party, subject to certain cure and dispute resolution provisions, and certain other events, such as insolvency.

The foregoing description of the Collaboration Agreement does not purport to be complete and is qualified in its entirety by reference to the actual text of the Collaboration Agreement. The Company intends to seek confidential treatment for certain portions of the Collaboration Agreement, and subject to such confidential treatment, the Company will file the Collaboration Agreement as an exhibit to its Annual Report on Form 10-K for the year ended December 31, 2021.

**Item 7.01. Regulation FD Disclosure.**

The Company's press release issued on January 5, 2022 announcing its entry into the Collaboration Agreement and the transactions contemplated thereby is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements, which statements are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based upon the Company's current plans, estimates, and expectations, and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially. The risks and uncertainties that may affect the Company's future results of operations are identified and described in more detail in its filings with the Securities and Exchange Commission. You should not place undue reliance on the forward-looking statements contained herein, which speak only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to update these statements as a result of new information or future events.

**Item 9.01. Financial Statements and Exhibits.****Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
99.1	<a href="#">Press Release issued by SomaLogic, Inc. on January 5, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

**SomaLogic, Inc.**  
(Registrant)

By: /s/ Roy Smythe

Name: Roy Smythe

Title: Chief Executive Officer

January 5, 2022

**FOR IMMEDIATE RELEASE****SomaLogic announces exclusive partnership with Illumina to develop sequencing-based proteomic solutions*****Co-developed and co-branded products to combine market-leading proteomic and genomic analysis platforms***

BOULDER, Colo. (January 5, 2022) — SomaLogic (NASDAQ: SLGC), a leader in data-driven proteomics technology, today announced a worldwide strategic collaboration with Illumina, a global next-generation sequencing technology leader. The multi-year partnership agreement will bring together genomics and proteomics technology platforms in a major commercial partnership to better enable and empower proteomics and multi-omics research worldwide. As part of the agreement:

- In partnership, the companies will develop co-exclusive, co-branded, next-generation sequencing (NGS)-based proteomics products.
- The companies will leverage the power and scale of Illumina’s global commercial infrastructure and SomaLogic’s unique proteomics platform, which includes its proprietary synthetic aptamer reagents capable of measuring and identifying 7,000 human proteins, unique bioinformatics tools and capabilities, and a clinical proteomics database, believed to be the largest in the world

“This is truly a transformational partnership that will democratize and accelerate our understanding of the human proteome,” said SomaLogic Chief Executive Officer Roy Smythe, M.D. “It definitively signals that the era of proteomics is here and that Somalologic, and now Illumina, will lead that era. The combined capabilities of our two companies—the scientific and commercial leaders in both next-generation genomic sequencing and proteomics—will inevitably have a profound impact on the understanding, avoidance and treatment of human disease. This has always been our goal at SomaLogic, and we could not be more excited to be working together with Illumina to continue to fulfill it—more quickly and more comprehensively.”

The partnership brings together unique capabilities from each company for customers in research, clinical and applied markets. Illumina is a global leader in DNA sequencing and array-based technologies. SomaLogic has a 20-year history of using slow off-rate modified aptamers, called SOMAmer<sup>®</sup> reagents, and its proprietary SomaScan<sup>®</sup> Platform to provide highly reproducible measurements of circulating proteins.

As part of the agreement, Illumina will develop and deploy NGS-based protein identification and measurement tools into laboratories worldwide, and facilitate the development and use of high-plex protein pattern recognition tests. SomaLogic pioneered this diagnostic approach, launching its SomaSignal<sup>™</sup> test program in 2019. The company now offers 12 laboratory-developed protein pattern recognition tests across a diverse set of human conditions and diseases.

“Proteins play a central role in cellular function and health, and NGS can support a greater understanding of this role by unlocking biological insights at scale,” said Alex Aravanis, Chief Technology Officer at Illumina. “We are committed to increasing the utility of NGS, and our partnership with Somalologic will enable existing and future NGS customers to conduct even more sophisticated, high throughput multiomic studies.”

SomaLogic can currently run 7,000 protein measurements on a single 55 microliter plasma or serum sample. The company has plans to expand their reagents and assay to measure 10,000 proteins in the next year. SomaLogic has run more than 450,000 samples to date.

The financial terms of the deal were not disclosed.

SomaLogic will discuss this partnership and other business updates during its presentation at the 40th Annual J.P. Morgan Healthcare Conference on Tuesday, January 11, 2022 at 11:15 a.m. Eastern Time.



## **About SomaLogic**

SomaLogic (Nasdaq: SLGC) seeks to deliver precise, meaningful, and actionable health-management information that empowers individuals worldwide to continuously optimize their personal health and wellness throughout their lives. This essential information, to be provided through a global network of partners and users, is derived from SomaLogic's personalized measurement of important changes in an individual's proteins over time. For more information, visit [www.somallogic.com](http://www.somallogic.com) and follow @somallogic on Twitter.

SomaSignal™ tests are developed and their performance characteristics determined by SomaLogic, Inc. SomaLogic is a Clinical Laboratory Improvement Amendments (CLIA) certified, and College of American Pathologists (CAP) accredited laboratory.

The SomaScan Platform is for Research Use Only (RUO) and has not been cleared or approved by the US Food and Drug Administration for diagnostic or patient management purposes.

## **Forward Looking Statements Disclaimer**

This press release contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed business combination between SomaLogic and CM Life Sciences II and otherwise, including statements regarding the anticipated benefits of the business combination, the anticipated timing of the business combination, expansion plans, projected future results and market opportunities of SomaLogic. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Forward looking statements do not guarantee future performance and involve known and unknown risks, uncertainties and other factors. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including factors which are beyond SomaLogic's or CM Life Sciences II's control. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of the CM Life Sciences II's registration statement on Form S-4 (File No. 333-256127) (the "Registration Statement") and the definitive proxy statement/prospectus included therein. These filings identify and address important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and SomaLogic and CM Life Sciences II assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither SomaLogic nor CM Life Sciences II gives any assurance that either SomaLogic or CM Life Sciences II or the combined company will achieve its expectations.

## **SomaLogic Contact**

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