Filed Pursuant to Rule 424(b)(3)
Registration No. 333-259954

Prospectus Supplement No. 1
(To Prospectus dated October 24, 2022)

somalogic

This prospectus supplement updates, amends and supplements the prospectus dated October 24, 2022 (as supplemented, the "Prospectus"), which forms a part of our Registration Statement on Form S-1 (Registration No. 333-259954). Capitalized terms used in this Prospectus Supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This Prospectus Supplement updates, amends and supplements the information in the Prospectus with the information contained in our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022 (the "Quarterly Report"). Accordingly, we have attached the Quarterly Report to this Prospectus Supplement.

You should read this Prospectus Supplement in conjunction with the Prospectus, including any amendments and supplements thereto. This Prospectus Supplement is qualified by reference to the Prospectus, except to the extent that the information contained in this Prospectus Supplement supersedes the information contained in the Prospectus. This Prospectus Supplement is not complete without, and may not be utilized except in connection with, the Prospectus.

Investing in our securities involves significant risks. See "Risk Factors" beginning on page 7 of the Prospectus and in Item 1A of the Quarterly Report, and under similar headings in any further amendments or supplements to the Prospectus, to read about factors you should consider before investing in our securities.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 17, 2022

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

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2022

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For transition period from to
Commission File Number 001-40090

SOMALOGIC, INC.
(Exact name of registrant as specified in its charter)

Delaware	**85-4298912**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2945 Wilderness Place
Boulder, Colorado 80301
(303) 625-9000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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, $0.0001 par value	SLGC	Nasdaq Capital Market
Warrants to purchase Common Stock	SLGCW	Nasdaq Capital Market

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

As of November 4, 2022, there were approximately 187,525,985 shares of the registrant's common stock outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information in this Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. All statements, other than statements of historical fact included in or incorporated by reference into this Quarterly Report on Form 10-Q, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this report, the words ""will be," "will," "expect," "anticipate," "continue," "project," "believe," "plan," "could," "estimate," "forecast," "guidance," "intend," "may," "plan," "possible," "potential," "predict," "pursue," "should," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events.

These statements include, but are not limited to the following:

- the occurrence of any event, change or other circumstances, including the outcome of any legal proceedings that may be instituted against the Company;
- the ability to maintain the listing of the Company's Common Stock on the Nasdaq;
- the risk of disruption, including to the Company's information technology systems, to the Company's current plans and operations;
- the ability to protect the Company's intellectual property;
- the Company's plans to engage in acquisition activities and the anticipated impact of such activities on the Company's financial results;
- the impact of the procurement and budgetary cycles of customers;
- the ability to recognize the anticipated benefits of the Company's business, which may be affected by, among other things, competition and the ability to grow and manage growth profitably and retain its key employees;
- costs related to the Company's business;
- changes in applicable laws or regulations;
- the ability of the Company to raise financing in the future;
- the success, cost and timing of the Company's product development, sales and marketing, and research and development activities;

- the Company's ability to obtain and maintain regulatory approval for its products, and any related restrictions and limitations of any approved product;
- the Company's ability to maintain existing license agreements and manufacturing arrangements;
- the Company's ability to attract or retain sales and distribution partners;
- the Company's ability to compete with other companies currently marketing or engaged in the development of products and services that serve customers engaged in proteomic analysis, many of which have greater financial and marketing resources than the Company;
- the size and growth potential of the markets for the Company's products, and the ability of each to serve those markets, either alone or in partnership with others;
- the Company's estimates regarding expenses, future revenue, capital requirements and needs for additional financing;
- the ability to use net operating losses and certain other tax attributes;
- the Company's financial performance; and
- the impact of the COVID-19 pandemic on the Company.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on the Company's current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Company's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The Company will not and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements

SomaLogic, Inc.
Condensed Consolidated Balance Sheets
Unaudited
(in thousands, except share data)

	September 30, 2022	December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	$ 380,374	$ 439,488
Investments	185,963	218,218
Accounts receivable, net	25,050	17,074
Inventory	18,499	11,213
Deferred costs of services	1,217	462
Prepaid expenses and other current assets	10,157	5,097
Total current assets	621,260	691,552
Non-current inventory	3,810	4,085
Accounts receivable, net of current portion	10,383	—
Property and equipment, net of accumulated depreciation of $17,416 and $15,244 as of September 30, 2022 and December 31, 2021, respectively	19,910	9,557
Other long-term assets	5,716	908
Intangible assets	16,700	—
Goodwill	10,465	—
Total assets	$ 688,244	$ 706,102
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 20,295	$ 15,089
Accrued liabilities	16,324	11,109
Deferred revenue	3,611	3,021
Other current liabilities	2,445	66
Total current liabilities	42,675	29,285
Warrant liabilities	4,635	35,181
Earn-out liability	136	26,885
Deferred revenue, net of current portion	32,015	2,364
Other long-term liabilities	6,113	363
Total liabilities	85,574	94,078
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 1,000,000 shares authorized; no shares issued and outstanding at September 30, 2022 and December 31, 2021	—	—
Common stock, $0.0001 par value; 600,000,000 shares authorized; 187,495,940 and 181,552,241 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	19	18
Additional paid-in capital	1,162,444	1,110,991
Accumulated other comprehensive loss	(974)	(72)
Accumulated deficit	(558,819)	(498,913)
Total stockholders' equity	602,670	612,024
Total liabilities and stockholders' equity	$ 688,244	$ 706,102

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
Unaudited
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue				
Assay services revenue	$ 17,574	$ 17,499	$ 47,305	$ 48,308
Product revenue	1,051	75	2,218	730
Collaboration revenue	763	763	2,288	2,288
Other revenue	22,325	1,655	27,026	7,306
Total revenue	41,713	19,992	78,837	58,632
Operating expenses				
Cost of assay services revenue	11,264	8,737	29,215	22,548
Cost of product revenue	406	33	1,184	452
Research and development	19,419	15,596	50,855	32,304
Selling, general and administrative	51,236	20,632	118,863	48,274
Total operating expenses	82,325	44,998	200,117	103,578
Loss from operations	(40,612)	(25,006)	(121,280)	(44,946)
Other income (expense)				
Interest income and other, net	2,417	55	3,456	126
Interest expense	—	(2)	—	(1,324)
Change in fair value of warrant liabilities	3,371	(8,111)	30,547	(8,111)
Change in fair value of earn-out liability	1,260	(5,662)	26,749	(5,662)
Loss on extinguishment of debt, net	—	(2,693)	—	(4,323)
Total other income (expense)	7,048	(16,413)	60,752	(19,294)
Net loss before income tax benefit	$ (33,564)	$ (41,419)	$ (60,528)	$ (64,240)
Income tax benefit	622	—	622	—
Net loss	$ (32,942)	$ (41,419)	$ (59,906)	$ (64,240)
Other comprehensive loss				
Net unrealized loss on available-for-sale securities	$ (13)	$ (15)	$ (874)	$ (7)
Foreign currency translation loss	(14)	(4)	(28)	(3)
Total other comprehensive loss	(27)	(19)	(902)	(10)
Comprehensive loss	$ (32,969)	$ (41,438)	$ (60,808)	$ (64,250)
Net loss per share, basic and diluted	$ (0.18)	$ (0.30)	$ (0.33)	$ (0.53)
Weighted-average shares outstanding, basic and diluted	184,407,874	137,176,228	183,209,213	122,268,443

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Stockholders' Equity
Unaudited
(in thousands, except share amounts)

	Three Months Ended September 30, 2022							
	Common Stock		Treasury Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Loss	Deficit	(Deficit)
Balance at June 30, 2022	183,453,324	$ 18	—	$ —	$ 1,134,024	$ (947)	$ (525,877)	$ 607,218
Issuance of Common Stock upon vesting of RSUs	12,031	—	—	—	—	—	—	—
Issuance of Common Stock upon exercise of options	113	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	16,588	—	—	16,588
Issuance of Common Stock upon Palamedrix acquisition	4,030,472	1	—	—	11,832	—	—	11,833
Net unrealized loss on available-for-sale securities	—	—	—	—	—	(13)	—	(13)
Foreign currency translation loss	—	—	—	—	—	(14)	—	(14)
Net loss	—	—	—	—	—	—	(32,942)	(32,942)
Balance at September 30, 2022	187,495,940	$ 19	—	$ —	$ 1,162,444	$ (974)	$ (558,819)	$ 602,670

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Stockholders' Equity
Unaudited
(in thousands, except share amounts)

	Three Months Ended September 30, 2021							
	Common Stock		Treasury Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Income (Loss)	Deficit	(Deficit)
Balance at June 30, 2021	74,817,828	$ 748	(131,344)	$ (408)	$ 405,583	$ 7	$ (434,187)	$ (28,257)
Retrospective application of recapitalization	40,553,701	(737)	131,344	408	202,445	—	—	202,116
Balance at June 30, 2021	115,371,529	11	—	—	608,028	7	(434,187)	173,859
Issuance of Common Stock upon exercise of options	19,116	—	—	—	63	—	—	63
Issuance of Common Stock for services	12,342	—	—	—	273	—	—	273
Issuance of Common Stock upon conversion of convertible debt	571,642	—	—	—	4,631	—	—	4,631
Stock-based compensation	—	—	—	—	11,742	—	—	11,742
Issuance of Common Stock upon Business Combination, net of transaction costs of $31,511	28,689,748	3	—	—	119,568	—	—	119,571
Issuance of Common Stock upon PIPE Investment, net of transaction costs of $7,802	36,500,000	4	—	—	357,194	—	—	357,198
Net unrealized gain on available-for-sale securities	—	—	—	—	—	(15)	—	(15)
Foreign currency translation loss	—	—	—	—	—	(4)	—	(4)
Net loss	—	—	—	—	—	—	(41,419)	(41,419)
Balance at September 30, 2021	181,164,377	$ 18	—	$ —	$ 1,101,499	$ (12)	$ (475,606)	$ 625,899

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Stockholders' Equity
Unaudited
(in thousands, except share amounts)

	Nine Months Ended September 30, 2022							
	Common Stock		Treasury Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Loss	Deficit	(Deficit)
Balance at December 31, 2021	181,552,241	$ 18	—	$ —	$ 1,110,991	$ (72)	$ (498,913)	$ 612,024
Issuance of Common Stock upon vesting of RSUs	12,031	—	—	—	—	—	—	—
Issuance of Common Stock upon exercise of options	1,866,669	—	—	—	4,752	—	—	4,752
Shares issued under employee stock purchase plan	34,527	—	—	—	133	—	—	133
Issuance of Common Stock for services	—	—	—	—	50	—	—	50
Stock-based compensation	—	—	—	—	34,686	—	—	34,686
Issuance of Common Stock upon Palamedrix acquisition	4,030,472	1	—	—	11,832	—	—	11,833
Net unrealized loss on available-for-sale securities	—	—	—	—	—	(874)	—	(874)
Foreign currency translation loss	—	—	—	—	—	(28)	—	(28)
Net loss	—	—	—	—	—	—	(59,906)	(59,906)
Balance at September 30, 2022	187,495,940	$ 19	—	$ —	$ 1,162,444	$ (974)	$ (558,819)	$ 602,670

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Stockholders' Equity
Unaudited
(in thousands, except share amounts)

	Nine Months Ended September 30, 2021							
	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance at December 31, 2020	73,481,228	$ 735	(113,220)	$ (352)	$ 394,786	$ (2)	$ (411,366)	$ (16,199)
Retrospective application of recapitalization	40,785,287	(724)	113,220	352	202,488	—	—	202,116
Balance at December 31, 2020	114,266,515	$ 11	—	$ —	$ 597,274	$ (2)	$ (411,366)	$ 185,917
Issuance of Common Stock upon exercise of options	976,582	—	—	—	2,855	—	—	2,855
Issuance of Common Stock for services	175,079	—	—	—	537	—	—	537
Common stock issued upon conversion of convertible debt	571,642	—	—	—	4,631	—	—	4,631
Stock-based compensation	—	—	—	—	19,496	—	—	19,496
Surrender of shares in cashless exercise	(15,189)	—	—	—	(56)	—	—	(56)
Issuance of Common Stock upon Business Combination, net of transaction costs of $31,511	28,689,748	3	—	—	119,568	—	—	119,571
Issuance of Common Stock upon PIPE Investment, net of transaction costs of $7,802	36,500,000	4	—	—	357,194	—	—	357,198
Net unrealized gain on available-for-sale securities	—	—	—	—	—	(7)	—	(7)
Foreign currency translation loss	—	—	—	—	—	(3)	—	(3)
Net loss	—	—	—	—	—	—	(64,240)	(64,240)
Balance at September 30, 2021	181,164,377	$ 18	—	$ —	$ 1,101,499	$ (12)	$ (475,606)	$ 625,899

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Condensed Consolidated Statements of Cash Flows
Unaudited
(in thousands)

	Nine Months Ended September 30,	
	2022	**2021**
Operating activities		
Net loss	$ (59,906)	$ (64,240)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation expense	35,025	20,700
Depreciation and amortization	2,890	1,909
Amortization of debt issuance costs, discounts and premiums	—	258
Noncash lease expense	(157)	—
Change in fair value of compound derivative liability	—	7
Change in fair value of warrant liabilities	(30,547)	8,111
Change in fair value of earn-out liability	(26,749)	5,662
Amortization of premium (accretion of discount) on available-for-sale securities, net	(382)	276
Provision for excess and obsolete inventory	287	623
Recovery of doubtful accounts	(2)	(14)
Loss on extinguishment of debt, net	—	4,323
Loss on disposal of assets	927	—
Paid-in-kind interest	—	165
Other	(6)	11
Deferred income taxes	(622)	—
Changes in operating assets and liabilities:		
Accounts receivable	(18,357)	2,773
Inventory	(7,298)	(2,035)
Deferred costs of services	(755)	567
Prepaid expenses and other current assets	(178)	(4,228)
Other long-term assets	(113)	—
Accounts payable	4,187	1,992
Deferred revenue	30,241	1,448
Accrued and other liabilities	5,570	(2)
Payment of paid-in-kind interest on extinguishment of debt	—	(752)
Net cash used in operating activities	(65,945)	(22,446)
Investing activities		
Palamedrix acquisition, net of cash acquired of $2,521	(13,256)	—
Proceeds from sale of property and equipment	—	8
Purchase of property and equipment	(11,886)	(3,021)
Purchase of available-for-sale securities	(186,687)	(241,891)
Proceeds from maturities of available-for-sale securities	218,450	74,567
Net cash provided by (used in) investing activities	6,621	(170,337)
Financing activities		
Repayment of long-term debt	—	(36,512)
Proceeds from PIPE Investment, net of transaction costs	—	357,198
Proceeds from Business Combination, net of transaction costs	—	173,601
Proceeds from stock-based compensation plans	4,885	2,801
Net cash provided by financing activities	4,885	497,088
Effect of exchange rates on cash, cash equivalents and restricted cash	(41)	(11)
Net (decrease) increase in cash, cash equivalents and restricted cash	(54,480)	304,294
Cash, cash equivalents and restricted cash at beginning of period	440,268	165,194
Cash, cash equivalents and restricted cash at end of period	$ 385,788	$ 469,488
Supplemental cash flow information:		
Cash paid for interest	$ —	$ 1,627
Supplemental disclosure of non-cash investing and financing activities:		
Purchase of property and equipment included in accounts payable	$ 954	$ 1,471
Operating lease assets obtained in exchange for lease obligations	5,318	—
Issuance of Common Stock upon Palamedrix Acquisition	11,832	—
Consideration payable for acquisition	1,448	—
Issuance of Common Stock upon Business Combination	—	151,082
Surrender of shares in cashless exercise	—	56
Issuance of Common Stock for services	50	535
Transaction costs included in accounts payable	—	743
Forgiveness of Paycheck Protection Program loan and accrued interest	—	3,561
Issuance of Common Stock for conversion of convertible debt	—	4,631
Reconciliation of cash, cash equivalents and restricted cash		
Cash and cash equivalents	$ 380,374	$ 468,708
Restricted cash included in prepaid expenses and other current assets	4,631	—

Restricted cash included in other long-term assets	783	780
Total cash, cash equivalents and restricted cash at end of period	$ 385,788	$ 469,488

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SomaLogic, Inc.
Notes to Condensed Consolidated Financial Statements
Unaudited

Note 1 — Description of Business

Organization and Operations

SomaLogic, Inc. ("SomaLogic" or the "Company") was originally incorporated in Delaware on December 15, 2020 as a special purpose acquisition company under the name CM Life Sciences II Inc. ("CMLS II") for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses.

On September 1, 2021 (the "Closing Date"), we consummated the business combination (the "Business Combination") of SomaLogic Operating Co. Inc. ("SomaLogic Operating"), a Delaware corporation formed on October 13, 1999, wherein SomaLogic Operating became a wholly-owned subsidiary of CMLS II. In connection with the closing of the Business Combination, we changed our name from CM Life Sciences II Inc. to SomaLogic, Inc.

The Business Combination was accounted for as a reverse recapitalization in accordance with U.S. generally accepted accounting principles ("GAAP"). Under this method of accounting, CMLS II was treated as the "acquired" company for financial reporting purposes and SomaLogic Operating was treated as the accounting acquirer. Accordingly, for accounting purposes, our financial statements represent a continuation of the financial statements of SomaLogic Operating with the Business Combination being treated as the equivalent of SomaLogic Operating issuing stock for the net assets of CMLS II, accompanied by a recapitalization. The net assets of SomaLogic Operating are stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination in these financial statements are those of SomaLogic Operating. The recapitalization of our Common Stock is reflected retrospectively to the earliest period presented, and is utilized for calculating net loss per share in all prior periods presented.

Other than information discussed herein, there have been no significant changes to our description of business and Business Combination disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021 (the "2021 Form 10-K").

We are a protein biomarker discovery and clinical diagnostics company that develops slow off-rate modified aptamers ("SOMAmers®"), which are modified nucleic acid-based protein binding reagents that are specific for their cognate protein, and offer proprietary SomaScan® services, which provide multiplex protein detection and quantification of protein levels in complex biological samples. The SOMAmers®/SomaScan® technology enables researchers to analyze various types of biological samples for protein biomarker signatures, which can be utilized in drug discovery and development. Biomarker discoveries from SomaScan® can lead to diagnostic applications in various areas of diseases including cardiovascular and metabolic disease, nonalcoholic steatohepatitis, and wellness, among others.

Unless the context otherwise requires, the terms "we", "us", "our", "SomaLogic" and "the Company" refer to SomaLogic, Inc. and its consolidated subsidiaries.

COVID-19 Pandemic

The Company is subject to ongoing uncertainty concerning the Coronavirus Disease 2019 ("COVID-19") pandemic, including its length and severity and its effect on the Company's business. Our suppliers have been impacted by the COVID-19 pandemic, and we have experienced supply delays for certain equipment, instrumentation, and other supplies that we use for our services and products.

The COVID-19 pandemic continues to be dynamic and near-term challenges across the economy remain. The Company expects continued volatility and unpredictability related to the impact of COVID-19 on business results. The Company continues to actively monitor the pandemic and will continue to take appropriate steps to mitigate the adverse impacts on the business posed by the on-going spread of COVID-19.

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements and accompanying notes include the accounts of SomaLogic and our wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The accompanying condensed consolidated financial statements have been prepared in accordance with GAAP for interim financial information. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASUs") of the Financial Accounting Standards Board ("FASB").

Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2021 included in the 2021 Form 10-K.

These unaudited condensed consolidated financial statements have been prepared on the same basis as our annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include normal recurring adjustments considered necessary for a fair presentation of interim financial information, to present fairly the Company's condensed consolidated financial position and its results of operations and cash flows. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the year ending December 31, 2022 or for any other future annual or interim period.

Certain reclassifications have been made to prior period amounts to conform to the current presentation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Actual results could differ from those estimates. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, revenue recognition, discount rates used in the determination of significant financing component, inventory valuation, incremental borrowing rates used in the determination of lease assets and liabilities, the valuation of stock-based compensation awards, intangible asset valuations, contingent consideration valuations, warrant liabilities valuations, and earn-out liability valuations. We base our estimates on current facts, historical and anticipated results, trends, and other relevant assumptions that we believe are reasonable under the circumstances. Actual results could differ from these estimates, and such differences could be material to the Company's consolidated financial position and results of operations.

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially expose the Company to concentrations of credit risk consist principally of cash and cash equivalents, investments, and accounts receivable. The Company does not require collateral or other security related to its receivables. Our cash and cash equivalents are deposited with high-quality financial institutions. Deposits at these institutions may, at times, exceed federally insured limits.

Significant customers are those that represent more than 10% of the Company's total revenues or gross accounts receivable balances for the periods in the consolidated statements of operations and as of each balance sheet date presented, respectively. For each significant customer, revenue as a percentage of total revenues and gross accounts receivable as a percentage of total gross accounts receivable as of the periods presented were as follows:

	Accounts Receivable		Revenue			
	September 30, 2022	December 31, 2021	Three months ended September 30,		Nine months ended September 30,	
			2022	2021	2022	2021
Customer A	12%	10%	13%	27%	19%	24%
Customer B	*	*	*	*	*	17%
Customer C	63%	20%	53%	*	33%	11%
Customer D	*	26%	*	*	*	*

* less than 10%

International sales entail a variety of risks, including currency exchange fluctuations, longer payment cycles, and greater difficulty in accounts receivable collection. Customers outside the United States collectively represent 28% and 44% of the Company's revenues for the three months ended September 30, 2022 and 2021, respectively, and 33% and 34% for the nine months ended September 30, 2022 and 2021, respectively. Customers outside of the United States collectively represented 21% and 18% of the Company's gross accounts receivable balance as of September 30, 2022 and December 31, 2021, respectively.

Certain components included in our products require customization and are obtained from a single source or a limited number of suppliers.

Business Combination

The Company accounts for business combinations using the acquisition method of accounting in accordance with ASC 805, "Business Combinations." A business combination is one that combines inputs and processes to create outputs, and where substantially all of the fair value of assets acquired is not concentrated in a single identifiable asset or group of similar identifiable assets. Identifiable assets acquired and liabilities assumed are recorded at their acquisition date fair values. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities assumed is recorded as goodwill. Acquisition related costs are expensed as incurred and included in selling, general and administrative expenses in the condensed consolidated statements of operations and comprehensive loss. See Note 4, Business Combinations, for additional detail.

In-process research and development

Acquired in-process research and development ("IPR&D") relates to substantial research and development efforts that are incomplete at the acquisition date. IPR&D intangible assets are considered indefinite-lived until the completion or abandonment of the associated research and development efforts. During the development phase, these assets are not amortized but are tested for impairment annually or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Once the IPR&D activities are completed, the intangible asset is amortized over its useful life on a straight-line basis.

Goodwill

Goodwill is the difference between the total consideration paid in a business combination and the fair value of the net identifiable assets acquired. Goodwill is not amortized but is tested for impairment on an annual basis and in interim periods if events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. All of the Company's goodwill is assigned to its one operating segment.

The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount, including goodwill. If, after assessing the totality of events or circumstances, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the quantitative goodwill impairment test is unnecessary. For the quantitative goodwill impairment test, the fair value of the reporting unit is compared to its carrying value and an impairment is recorded for the excess carrying value over fair value, not to exceed the carrying amount of goodwill. There were no goodwill impairment losses recorded in any period presented.

Impairment of long-lived assets

The Company evaluates a long-lived asset (or asset group) for impairment whenever events or changes in circumstances indicate that the carrying value of the asset (or asset group) may not be recoverable. If indicators of impairment exist and the undiscounted future cash flows that the asset is expected to generate are less than they carrying value of the asset, an impairment loss is recorded to write down the asset to its estimated fair value based on a discounted cash flow approach.

Leases

Following the adoption of ASU 2016-02, *Leases (Topic 842)*, on January 1, 2022, we determine if an arrangement is a lease at inception of the contract. Operating lease right-of-use ("ROU") assets are included in other long-term assets, and operating lease liabilities are included in other current liabilities and other long-term liabilities in the condensed consolidated balance sheets.

ROU assets and operating lease liabilities are recognized based on the present value of the future lease payments over the lease term at commencement date. As the implicit rate in the Company's leases is generally unknown, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. The Company gives consideration to its credit risk, term of the lease, total lease payments and adjusts for the impacts of collateral, as necessary, when calculating its incremental borrowing rates.

Operating lease ROU assets include lease incentives and initial direct costs incurred. When the lease incentives specify a maximum level of reimbursement and we are reasonably certain to incur reimbursable costs equal to or exceeding this level, we include the lease incentive in the measurement of the ROU assets and lease liabilities at commencement. The lease terms may include options to extend or terminate the lease when it is reasonably certain the Company will exercise any such options. Lease costs for our operating leases are recognized on a straight-line basis within operating expenses over the lease term in the condensed consolidated statements of operations and comprehensive loss.

We have lease agreements with lease and non-lease components. However, we have elected the practical expedient to not separate lease and non-lease components for all of our existing classes of assets. Therefore, the lease and non-lease components are accounted for as a single lease component. We have also elected to not apply the recognition requirement to any short-term leases with a term of 12 months or less.

We monitor for events or changes in circumstances that may require a reassessment or impairment of our leases, at which time our ROU assets for operating leases may be reduced by impairment losses.

Warrant Liabilities

During February 2021, in connection with CMLS II's initial public offering, CMLS II issued 5,519,991 warrants (the "Public Warrants") to purchase shares of Common Stock at $11.50 per share. Simultaneously, with the consummation of the CMLS II initial public offering, CMLS II issued 5,013,333 warrants through a private placement (the "Private Placement Warrants", and together with the Public Warrants, the "Warrants") to purchase shares of Common Stock at $11.50 per share. All of the Warrants were outstanding as of September 30, 2022.

We classify the Warrants as liabilities on our condensed balance sheets as these instruments are precluded from being indexed to our own stock given that the terms allow for a settlement adjustment that does not meet the scope for the fixed-for-fixed exception in ASC 815, *Derivatives and Hedging*. Since the Warrants meet the definition of a derivative under ASC 815-40, the Company recorded these warrants as long-term liabilities at fair value on the date of the Business Combination, with subsequent changes in their respective fair values recognized within change in fair value of warrant liabilities in the condensed consolidated statements of operations and comprehensive loss at each reporting date.

Earn-Out Liability

As a result of the Business Combination, additional shares of Common Stock were provided to SomaLogic Operating shareholders and to certain employees and directors of SomaLogic ("Earn-Out Service Providers") of up to 3,500,125 and 1,499,875, respectively (the "Earn-Out Shares"). The Earn-Out Shares are payable if the price of our Common Stock is greater than or equal to $20.00 for a period of at least 20 out of 30 consecutive trading days at any time between the 13- and 24-month anniversary of the Closing Date (the "Triggering Event"). Any Earn-Out Shares issuable to an Earn-Out Service Provider shall be issued only if such individual continues to provide services (whether as an employee or director) through the date of occurrence of the corresponding Triggering Event (or a change in control acceleration event, if applicable) that causes such Earn-Out Shares to become issuable. Any Earn-Out Shares that are forfeited pursuant to the preceding sentence shall be reallocated to the SomaLogic Operating shareholders in accordance with their respective pro rata Earn-Out Shares.

The Earn-Out Shares granted to shareholders were recognized as a liability in accordance with ASC 815. The liability was included as part of the consideration transferred in the Business Combination and was recorded at fair value. The earn-out liability is remeasured at the end of each reporting period, with subsequent changes in fair value recognized within change in fair value of earn-out liability in the condensed consolidated statements of operations and comprehensive loss.

See Note 12, Stock-based Compensation, for additional information regarding Earn-Out Shares granted to Earn-Out Service Providers.

Revenue Recognition

The Company recognizes revenue from sales to customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). ASC 606 provides a five-step model for recognizing revenue that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

The Company recognizes revenue when or as control of promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Sales, value add, and other taxes collected concurrent with revenue-producing activities are excluded from revenue and products are sold without the right of return.

Payment terms may vary by customer, are based on customary commercial terms, and are generally less than one year. The Company does not adjust revenue for the effects of a significant financing component for contracts where the period between the transfer of the good or service and collection is one year or less. The Company expenses incremental costs to obtain a contract when incurred since the amortization period of the asset that would otherwise be recognized is one year or less.

Assay Services Revenue

The Company generates assay services revenue primarily from the sale of SomaScan® services. SomaScan® service revenue is derived from performing the SomaScan® assay on customer samples to generate data on protein biomarkers. Revenue from SomaScan® services is recognized at the time the analysis data or report is delivered to the customer, which is when control has been transferred to the customer. SomaScan® services are sold at a fixed price per sample without any volume discounts, rebates, or refunds.

The delivery of each assay data report is a separate performance obligation. For arrangements with multiple performance obligations, the transaction price must be allocated to each performance obligation based on its relative standalone selling price. Judgment is required to determine the standalone selling price for each distinct performance obligation as there are few directly comparable products in the market and factors such as customer size are factored into the determination of selling price. We determine standalone selling prices based on amounts invoiced to customers in observable transactions.

Product Revenue

Product revenue primarily consists of equipment and kit sales to customers who assay samples in their own laboratories. Equipment is generally accounted for as a bundle with installation, qualification and training services. Revenue is recognized over time based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred. The Company receives fixed consideration per kit and revenue from kit sales is recognized upon transfer of control to the customer. Shipping and handling costs billed to customers are included in product revenue in the condensed consolidated statements of operations and comprehensive loss.

Collaboration Revenue

In July 2011, NEC Corporation ("NEC") and the Company entered into a Strategic Alliance Agreement (the "SAA") to develop a professional software tool to enable SomaScan® customers to easily access and interpret the highly multiplexed proteomic data generated by SomaLogic's SomaScan® assay technology in the United States. To support this development, NEC made an upfront payment of $12.0 million and SomaLogic agreed to pay NEC a perpetual royalty on certain SomaScan® revenues. This agreement includes a clause whereby if there is a material breach of the contract or change in control of the Company, the Company may be required to pay a fee to terminate the agreement.

The Company determined that the SAA met the criteria set forth in ASC 808, *Collaborative Arrangements*, ("ASC 808") because both parties were active participants and were exposed to significant risks and rewards dependent on commercial failure or success. The Company recorded the upfront payment as deferred revenue to be recognized over the period of performance of 15 years. The revenue was recorded in collaboration revenue in the condensed consolidated statements of operations and comprehensive loss.

In March 2020, NEC and the Company mutually terminated the SAA and concurrently the Company and NEC Solution Innovators, Ltd. ("NES"), a wholly owned subsidiary of NEC, entered into a new arrangement, the JDCA, to develop and commercialize SomaScan® services in Japan, as described in the section entitled "Collaboration Agreements" above. NES agreed to make annual payments of $2.0 million for 5 years, for a total of $10.0 million, in exchange for research and development activities, as described below. The Company determined the JDCA should be accounted for as a modification of the SAA. Therefore, the remaining SAA deferred revenue balance as of the date of the modification was included as consideration under the JDCA resulting in total consideration of $15.3 million for research and development activities. We determined that this arrangement also meets the criteria set forth in ASC 808. The JDCA contains three separate performance obligations: (i) research and development activities, (ii) assay services, and (iii) a 10-year exclusive license of the Company's intellectual property.

(i) Research and Development Activities

The Company determined that NES is not a customer with respect to the research and development activities associated with the collaboration arrangement under ASC 808. The Company's efforts related to the research and development activities are incurred consistently throughout the performance period. As a result, the Company recognizes revenue from these activities over time on a straight-line basis and records revenue in collaboration revenue in the condensed consolidated statements of operations and comprehensive loss.

(ii) Assay Services

The Company determined that NES is a customer for the assay services performance obligation, which should be accounted for using the criteria under ASC 606. The Company receives a fixed fee (standalone selling price) per sample in exchange for assaying samples, which is a service performed for other customers in the ordinary course of business. This performance obligation is recognized at a point in time when the assay data report is delivered to the customer and recorded in assay services revenue in the condensed consolidated statements of operations and comprehensive loss.

(iii) License of Intellectual Property

The Company determined that NES is a customer for the license performance obligation, which should be accounted for using the criteria under ASC 606. The Company receives royalties based on NES' net sales and determined the allocation of royalties solely to this performance obligation is consistent with the objectives in ASC 606. This performance obligation was satisfied at the beginning of the license term. Subject to the sales and usage-based royalty exception, revenue is recognized in the period in which the subsequent sale or usage has occurred. Royalties are recorded in other revenue in the condensed consolidated statements of operations and comprehensive loss.

Other Revenue

Other revenue includes royalty revenue and revenue received from research grants. The Company recognizes royalty revenue for fees paid by customers in return for a license to make, use or sell certain licensed products in certain geographic areas. These fees are equivalent to a percentage of the customer's related revenues. The Company recognizes revenue for sales-based or usage-based royalties promised in exchange for a functional license of intellectual property when the later of the following events occurs: (i) the subsequent sale or usage occurs, or (ii) the performance obligation to which some or all of the sales-based or usage-based royalty has been satisfied. As such, revenue is recognized in the period in which the subsequent sale or usage has occurred.

In June 2008, the Company and New England Biolabs, Inc. ("NEB") entered into an exclusive licensing agreement, whereby the Company provides a license to use certain proprietary information and know-how relating to its aptamer technology to make and use commercial products. In exchange, the Company receives royalties from NEB for this license. In September 2022, the Company and NEB entered into a license and settlement agreement ("NEB Agreement") that terminated the existing exclusive licensing arrangement and provided for a settlement of $8.0 million of previously constrained royalties during the three and nine months ended September 30, 2022. The NEB Agreement also provided a non-exclusive license arrangement for the same proprietary information and know-how under which the Company is guaranteed fixed minimum royalties of $15.0 million to be received over the next 3 years. The Company recognized revenue for the guaranteed fixed minimum royalties of $13.2 million during the three and nine months ended September 30, 2022, net of a significant financing component of $1.8 million. The related interest income will be recognized over three years on an effective interest rate basis. Any revenue above the guaranteed fixed minimum royalties is recognized in the period in which the subsequent sale or usage has occurred. The Company has recorded a receivable of $13.2 million as of September 30, 2022, of which $10.2 million is recorded in accounts receivable, net of current portion and $3.0 million is recorded accounts receivable, net on the condensed consolidated balance sheets.

Grant revenue represents funding under cost reimbursement programs from government agencies and non-profit foundations for qualified research and development activities performed by the Company. The Company recognizes grant revenue when it is reasonably assured that the grant funding will be received as evidenced through the existence of a grant arrangement, amounts eligible for reimbursement are determinable and have been incurred, the applicable conditions under the grant arrangements have been met, and collectability of amounts due is reasonably assured. The classification of costs incurred related to grants is based on the nature of the activities performed by the Company. Grant revenue is recognized when the related costs are incurred and recorded in other revenue in the condensed consolidated statements of operations and comprehensive loss.

Illumina Cambridge, Ltd.

On December 31, 2021, the Company entered into a multi-year arrangement with Illumina Cambridge, Ltd. ("Illumina Agreement") to jointly develop and commercialize co-branded kits that will combine Illumina's Next Generation Sequencing ("NGS") technology with SomaLogic's SomaScan technology. Pursuant to the agreement, we received a non-refundable upfront payment of $30.0 million on January 4, 2022. This arrangement is accounted for in accordance with ASC 606 by analogy. The Company concluded there are two performance obligations: (1) combined performance obligation that includes the following material promises: licenses, patents, training, transfer of know-how and SOMAmer reagents necessary to use the SomaScan technology ("Bundled SomaScan Technology"), and (2) an option to purchase goods post-commercialization with a material right ("Material Right"). The total transaction price is subject to a constraint since it is uncertain that commercialization will be achieved; and therefore the transaction price was determined to be $30.0 million and was allocated to each of the performance obligations identified on a relative standalone selling price basis. Revenue from the performance obligations is recognized as follows in product revenue on the condensed consolidated statements of operations and comprehensive loss:

Bundled SomaScan Technology: Revenue is recognized as control transfers when the SOMAmer reagents are shipped. The Company estimated the standalone selling price ("SSP") based on observable pricing of similar performance obligations.

Material Right: Revenue is recognized when Illumina exercises its option to purchase goods post-commercialization. The Company estimated the SSP based on the incremental discount adjusted for the likelihood that Illumina will exercise the option.

In June 2022, Illumina issued a purchase order that changed the future obligations due from SomaLogic under the Illumina Agreement. The purchase order represents a contract modification that is accounted for prospectively as if it were a termination of the existing contract and the creation of a new contract.

As a result, the Company determined that there were three new performance obligations (total of five performance obligations): (1) equipment bundle that includes customization services, integration services, system qualification services, site initiation services and training ("Equipment Bundle"), (2) qualification kits, and (3) support services. The contract modification resulted in an increase in the transaction price of $0.5 million. The updated transaction price was allocated between the performance obligations on a relative SSP basis. Revenue from the performance obligations is recognized as follows in product revenue on the condensed consolidated statements of operations and comprehensive loss:

Equipment Bundle*:* Revenue is recognized over time based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred. The Company estimated the SSP based on observable pricing of similar performance obligations.

Qualification Kits*:* Revenue is recognized as control transfers when the qualification kits are shipped. The Company estimated the SSP based on observable pricing of similar performance obligations.

Support Services: Revenue is recognized for the support services over the service period, using an input method based on time. The Company estimated the SSP based on observable pricing of similar performance obligations.

During the three and nine months ended September 30, 2022, the Company recognized nil and $0.1 million of revenue pursuant to the Illumina Agreement for performance obligations satisfied.

The Company also recognizes revenue for the sale of kits to Illumina under separate contracts.

Restricted Cash

Restricted cash represents cash on deposit with a financial institution as security for letters of credit outstanding for the benefit of the landlords related to operating leases and a bank guarantee with an international customer. The portion of restricted cash expected to be released within twelve months is classified as prepaid expenses and other current assets on the condensed consolidated balance sheets was $4.6 million and nil as of September 30, 2022 and December 31, 2021, respectively. Cash expected to be restricted for greater than twelve months is classified as other long-term assets on the condensed consolidated balance sheets and was $0.8 million as of September 30, 2022 and December 31, 2021.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based on the differences between the tax bases of assets and liabilities and their respective financial reporting amounts, based on enacted tax laws and statutory tax rates applicable to the periods in which these temporary differences are expected to reverse. The Company evaluates the need to establish or release a valuation allowance based upon expected levels of taxable income, future reversals of existing temporary differences, tax planning strategies, and recent financial operations. Valuation allowances are established to reduce deferred tax assets to the amount expected to be more likely than not realized in the future.

The effect of income tax positions is recognized only when it is more likely than not to be sustained. Interest and penalties associated with uncertain tax positions are recorded in interest income and other, net in the consolidated statements of operations and comprehensive loss.

Segment Information

The Company has one operating segment. The Company's chief operating decision maker (the "CODM") role is performed by the Company's Chief Executive Officer. The CODM manages the Company's operations on a consolidated basis for purposes of allocating resources and assessing performance. Substantially all of the Company's operations and decision-making functions are located in the United States.

Other Significant Accounting Policies

Our significant accounting policies are described in our 2021 Form 10-K. There have been no significant changes to those policies.

Recent Accounting Pronouncements

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"). The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to use this extended transition period and, as a result, we will not be required to adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies so long as we remain an emerging growth company.

Recently Adopted Accounting Standards

Goodwill Impairment. In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350), Simplifying the Test for Goodwill Impairment,* to simplify the goodwill impairment test. ASU 2017-04 removes the requirement to determine the fair value of individual assets and liabilities in order to calculate a reporting unit's "implied" goodwill. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. We adopted ASU 2017-04 upon completing the Palamedrix Acquisition in August 2022, which resulted in the Company recognizing goodwill for the first time.

Leases. In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which requires lessees to recognize assets and liabilities for the rights and obligations created by most leases on their balance sheet. In June 2020, the FASB issued ASU 2020-05, *Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective Dates for Certain Entities*, which extended the effective date of ASU 2016-02 for non-public business entities.

We adopted ASU 2016-02, as amended, on January 1, 2022 using a modified retrospective approach and elected to apply the legacy lease guidance and disclosure requirements ("ASC 840") in the comparative periods presented for the year of adoption.

We elected the package of transition practical expedients, permitting us to not reassess our prior conclusions about lease identification, lease classification and initial direct costs.

The new lease standard impacted our condensed consolidated balance sheets as a result of the ROU assets and operating lease liabilities, but did not impact our condensed consolidated statements of operations or condensed consolidated statements of cash flows. The adoption did not require any cumulative-effect adjustments to opening accumulated deficit. We currently have no finance leases. Upon adoption, we recorded $4.1 million of ROU assets, $1.0 million of current operating lease liabilities, and $3.6 million of non-current operating lease liabilities.

For more information on our leases, refer to Note 6, *Leases*.

Income Taxes. In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which removes certain exceptions to the general principles of ASC 740 as part of an overall simplification initiative. We adopted ASU 2019-12 prospectively when it became effective on January 1, 2022 and the adoption did not have a material impact on our condensed consolidated financial statements and related disclosures.

Accounting Standards Not Yet Adopted

Financial Instruments — Credit Losses. In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended, which sets forth a "current expected credit loss" (CECL) model that requires us to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. In November 2019, the FASB issued ASU 2019-10, *Financial Instrum*ents — *Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842): Effective Dates,* which extends the effective date of ASU 2016-13 for non-public business entities. ASU 2016-13, as amended, is effective for us on January 1, 2023, with early adoption permitted. We are currently evaluating the impact of adopting the standard on our condensed consolidated financial statements and related disclosures.

Convertible Debt, Contracts in an Entity's Own Equity and EPS. In August 2020, the FASB issued ASU 2020-06, *Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in an Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*, which simplifies the accounting for convertible debt by removing the requirements to separately present certain conversion features in equity. In addition, the amendment also simplifies the guidance in ASC Subtopic 815-40, *Derivatives and Hedging: Contracts in Entity's Own Equity*, by removing certain criteria that must be satisfied in order to classify a contract as equity. Further, contracts which can be settled in cash or shares, excluding liability-classified share-based payment awards, are to be included in diluted earnings per share using the "if-converted" method if the effect is dilutive, regardless of whether the entity or the counterparty can choose between cash and share settlement. The share-settlement presumption may not be rebutted based on past experience or a stated policy. ASC 2020-06 is effective for us on January 1, 2024, although early adoption is permitted. ASU 2020-06 may be adopted through either the fully retrospective or modified retrospective method of transition. We are currently evaluating the impact of this standard on our condensed consolidated financial statements and related disclosures.

Note 3 — Revenue

The following table provides information about disaggregated revenue by product line:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2022**	**2021**	**2022**	**2021**
Assay services revenue	$ 17,574	$ 17,499	$ 47,305	$ 48,308
Product revenue	1,051	75	2,218	730
Collaboration revenue	763	763	2,288	2,288
Other revenue:				
Royalties	22,305	1,520	26,190	6,570
Other	20	135	836	736
Total other revenue	22,325	1,655	27,026	7,306
Total revenue	$ 41,713	$ 19,992	$ 78,837	$ 58,632

Contract Balances and Remaining Performance Obligations

As of September 30, 2022 and December 31, 2021, deferred revenue of $35.6 million and $5.4 million, respectively, was comprised of balances related to our collaboration revenue, assay services, and other revenue. As of September 30, 2022 and December 31, 2021, the portion of deferred revenue related to collaboration revenue was $3.6 million and $3.9 million, respectively, which is being recognized on a straight-line basis over the period of performance. As of September 30, 2022, the estimated remaining performance period is 2.5 years. As of September 30, 2022 and December 31, 2021, the portion of deferred revenue related to assay services and other revenue was $1.6 million and $1.5 million, respectively. As of September 30, 2022, the deferred revenue related to assay services and other revenue will be recognized within 12 months.

As of September 30, 2022 and December 31, 2021, the deferred revenue related to the Illumina Agreement amounted to $30.4 million and nil, respectively. As of September 30, 2022, the estimated remaining performance obligation period is approximately nine years.

A summary of the change in contract liabilities is as follows:

(in thousands)	September 30, 2022	December 31, 2021
Balance at beginning of period	$ 5,385	$ 5,177
Recognition of revenue included in balance at beginning of period	(2,464)	(1,762)
Revenue deferred during the period, net of revenue recognized	32,705	1,970
Balance at end of period	$ 35,626	$ 5,385

Note 4 — Business Combinations

Business Combination - Reverse Recapitalization

On September 1, 2021, we consummated the Business Combination of SomaLogic Operating Co. Inc. ("SomaLogic Operating") wherein SomaLogic Operating became a wholly-owned subsidiary of CMLS II. The Business Combination was accounted for as a reverse recapitalization. In connection with the closing of the Business Combination, we changed our name from CM Life Sciences II Inc. to SomaLogic, Inc.

Other than information discussed herein, there have been no significant changes to our Business Combination disclosed in our 2021 Form 10-K.

Acquisition of Palemedrix, Inc.

On July 25, 2022, we entered into an Agreement and Plan of Merger to acquire 100% of Palamedrix, Inc. ("Palamedrix", the "Sellers") (the "Palamedrix Acquisition"). Palamedrix is a DNA nano tech firm that provides scientific and engineering expertise, miniaturization technology and enhanced ease-of-use capabilities that the Company intends to leverage as it develops the next generation of SomaScan® Assay. The Palamedrix Acquisition provides for three potential additional payments of up to $17.5 million the Sellers contingent on achievement of certain net sales milestone targets (the "Milestone Consideration"). The acquisition was completed on August 31, 2022 ("the Closing Date").

The acquired business contributed no revenue and expenses of $0.6 million for the period from August 31, 2022 to September 30, 2022.

The following table summarizes the fair value of consideration transferred to acquire Palamedrix:

(in thousands)		
Cash	$	15,778
Common Stock		11,832
Contingent consideration		1,448
Fair value of replaced Palamedrix equity awards relating to pre-combination service		625
Total consideration transferred	$	29,683

Consideration transferred includes 3,215,295 shares of Common Stock issued to Palamedrix securityholders. The fair value of Common Stock is based on a per share price of $3.68 on August 31, 2022, the acquisition date.

We are in the process of completing our purchase accounting, whereby the purchase price is allocated to the identifiable assets acquired and liabilities assumed based upon their estimated fair values on the acquisition date. The purchase accounting is considered preliminary and is subject to revision based on final determinations of fair value and allocations of purchase price to the acquired identifiable assets acquired and liabilities assumed until the end of the measurement period ending on August 31, 2023.

The following table represents the preliminary allocation of consideration transferred to the identifiable assets acquired and the liabilities assumed based on the fair values as of August 31, 2022:

(in thousands)	
Cash and cash equivalents	$ 2,521
Prepaid expenses and other current assets	251
Property and equipment	1,246
Intangible assets	16,700
Other long-term assets	1,289
Accounts payable	(68)
Accrued liabilities	(81)
Other current liabilities	(634)
Deferred income taxes, net	(1,456)
Other long-term liabilities	(550)
Net identifiable assets acquired	19,218
Goodwill	10,465
Total consideration transferred	29,683

The goodwill is generated from operational synergies and cost savings the Company expects to achieve from the combined operations and Palamedrix's knowledgeable and experienced assembled workforce. The goodwill is not deductible for tax purposes.

All unvested awards of non-founder employees were accelerated on a discretionary basis as part of the Palamedrix Acquisition. These awards were exchanged at the close date for cash, Common Stock, and Milestone Consideration. As a result, the Company allocated $1.3 million of the total consideration transferred to post-combination compensation expense. The amount is recorded in research and development in the condensed consolidated statement of operations and comprehensive loss for the three and nine months ended September 30, 2022.

In addition, the unvested awards of the Palamedrix founders were exchanged for cash, Common Stock, and Milestone Consideration on a consistent basis with all other shareholders. However, the Common Stock and Milestone Consideration granted to the Palamedrix founders require continuing employment for a period of three years. The Common Stock awards vest ratably over the service period and are equity classified. The Milestone Consideration awards vest after a three year service period or upon the achievement of the milestones. As the milestone payments are a fixed monetary value settled in a combination of cash and Common Stock, they are liability classified. The liability is recorded in other long-term liabilities on the condensed consolidated balance sheets. Total post combination compensation expense of $0.2 million related to the Palamedrix founders' equity and liability classified awards was recorded in research and development expense in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2022.

Contingent consideration as part of the total consideration transferred included the following:

- Milestone contingent consideration: The fair value of the contingent consideration recognized on the acquisition date was $1.0 million.
- Holdback contingent consideration: Up to $0.5 million to be paid to the Palamedrix founders contingent upon the settlement of pre-acquisition legal matters. The fair value of the contingent consideration recognized on the acquisition date was $0.5 million.

As of September 30, 2022, there were no changes in the fair value of contingent consideration, which will be recorded in selling, general and administrative in the condensed consolidated statements of operations and comprehensive loss.

For the three and nine months ended September 30, 2022, we incurred $1.7 million and $2.8 million of acquisition-related costs included in selling, general, and administrative expense in the condensed consolidated statements of operations and comprehensive loss.

Unaudited Pro Forma Financial Information

The following supplemental pro forma information has been prepared as if the Palamedrix acquisition had occurred on January 1, 2021 and is for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved as if the acquisition had taken place as of January 1, 2021.

(in thousands)	Pro forma three months ended		Pro forma nine months ended	
	September 30, 2022 (Unaudited)	September 30, 2021 (Unaudited)	September 30, 2022 (Unaudited)	September 30, 2021 (Unaudited)
Net loss	$ (31,945)	$ (43,592)	$ (63,182)	$ (73,794)

The unaudited supplemental pro forma information includes the estimated impact of certain material, nonrecurring adjustments directly attributable to the Palamedrix Acquisition. These pro forma adjustments primarily include the following:

(in thousands)	Pro forma three months ended	
	September 30, 2022 (Unaudited)	September 30, 2021 (Unaudited)
Increase (decrease) to earnings to adjust for transaction costs	$ 1,963	$ —
Increase (decrease) to earnings to reflect the release of a portion of the valuation allowance	(622)	—
Increase (decrease) to earnings to adjust for compensation expense associated with replacement awards	992	(465)

(in thousands)	Pro forma nine months ended	
	September 30, 2022 (Unaudited)	September 30, 2021 (Unaudited)
Increase (decrease) to earnings to adjust for transaction costs	$ 3,983	$ (3,983)
Increase (decrease) to earnings to reflect the release of a portion of the valuation allowance	(622)	622
Increase (decrease) to earnings to adjust for compensation expense associated with replacement awards	62	(2,696)

These pro forma amounts have been calculated after applying our accounting policies and adjusting the results of Palamedrix to reflect the additional compensation expense that would have been charged assuming the replacement awards issued in conjunction with the Palamedrix Acquisition were issued and outstanding on January 1, 2021 and the impact of transaction expenses incurred.

Note 5 — Fair Value Measurements

Assets measured at fair value on a recurring basis

The following tables set forth our financial assets measured at fair value on a recurring basis and the level of inputs used in such measurements:

As of September 30, 2022

(in thousands)	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Aggregate Fair Value	Fair Value Level
Cash and cash equivalents:					
Cash	$ 20,864	$ —	$ —	$ 20,864	Level 1
Money market funds	356,511	—	—	356,511	Level 1
Commercial paper	2,999	—	—	2,999	Level 2
Total cash and cash equivalents	380,374	—	—	380,374	
Investments:					
Commercial paper	105,467	—	(322)	105,145	Level 2
U.S. Treasuries	57,274	—	(415)	56,859	Level 2
Asset-backed securities	—	—	—	—	Level 2
Corporate bonds	11,775	—	(97)	11,678	Level 2
Agency bonds	12,392	—	(111)	12,281	Level 2
Total investments	186,908	—	(945)	185,963	
Total assets measured at fair value on a recurring basis	$ 567,282	$ —	$ (945)	$ 566,337	

As of December 31, 2021

(in thousands)	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Aggregate Fair Value	Fair Value Level
Cash and cash equivalents:					
Cash	$ 114,533	$ —	$ —	$ 114,533	Level 1
Money market funds	324,955	—	—	324,955	Level 1
Total cash and cash equivalents	439,488	—	—	439,488	
Investments:					
Commercial paper	177,852	16	(57)	177,811	Level 2
U.S. Treasuries	12,021	—	(9)	12,012	Level 2
Asset-backed securities	12,084	—	(8)	12,076	Level 2
Corporate bonds	16,332	—	(13)	16,319	Level 2
Total investments	218,289	16	(87)	218,218	
Total assets measured at fair value on a recurring basis	$ 657,777	$ 16	$ (87)	$ 657,706	

All of the commercial paper, U.S. Treasuries, asset-backed securities, corporate bonds, and agency bonds that are designated as available-for-sale securities have an effective maturity date that is less than one year from the respective balance sheet date, and accordingly, have been classified as current in the condensed consolidated balance sheets.

We classify our investments in money market funds within Level 1 of the fair value hierarchy because they are valued using quoted market prices. We classify our commercial paper, U.S Treasuries, asset-backed securities, corporate bonds and agency bonds as Level 2 and obtain the fair value from a third-party pricing service, which may use quoted market prices for identical or comparable instruments or model-driven valuations using observable market data or inputs corroborated by observable market data.

As all of our available-for-sale securities have been held for less than a year as of both September 30, 2022 and December 31, 2021, no security has been in an unrealized loss position for 12 months or greater. We evaluated our securities for other-than temporary impairment and considered the decline in market value for the securities to be primarily attributed to current economic and market conditions. It is not more likely than not that we will be required to sell the securities, and we do not intend to do so prior to the recovery of the amortized cost basis. Based on this analysis, the available-for-sale securities were not considered to be other-than-temporarily impaired as of September 30, 2022 and December 31, 2021.

Liabilities measured at fair value on a recurring basis

The following table presents information about the Company's liabilities that are measured at fair value on a recurring basis, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

(in thousands)	September 30, 2022	December 31, 2021	Fair Value Level
Warrant liability - public warrants	$ 2,429	$ 18,437	Level 1
Warrant liability - private placement warrants	2,206	16,744	Level 2
Earn-out liability	136	26,885	Level 3
Milestone contingent consideration	998	—	Level 3
Holdback contingent consideration	450	—	Level 3
Total liabilities measured at fair value on a recurring basis	$ 6,219	$ 62,066	

Warrant liabilities

The public warrants were valued using Level 1 inputs as they are traded in an active market. The fair value of the private placement warrants is equivalent to that of the public warrants as they have substantially the same terms; however, as they are not actively traded, they are classified as Level 2 in the hierarchy table above.

Earn-out liability

The fair value of the Earn-Out Shares was estimated using a Monte Carlo simulation model. The fair value is based on the simulated price of the Company over the maturity date of the contingent consideration and increased by estimated forfeitures of Earn-Out Shares issued to Earn-Out Service Providers.

The significant unobservable inputs used in the Monte Carlo simulation to measure the Earn-Out Shares that are categorized within Level 3 of the fair value hierarchy were as follows:

	September 30, 2022	December 31, 2021
Stock price on valuation date	$ 2.90	$ 11.64
Volatility	77.1%	85.6%
Risk-free rate	4.00%	0.34%
Dividend yield	—%	—%

The rollforward of the fair value of the earn-out liability is summarized as follows:

(in thousands)	Fair Value
Balance as of December 31, 2021	$ 26,885
Change in fair value of earn-out liability	26,749
Balance as of September 30, 2022	$ 136

Milestone Contingent Consideration

The milestone contingent consideration related to the Palamedrix Acquisition was $1.0 million as of September 30, 2022 and is recorded in other long-term liabilities on the condensed consolidated balance sheets. There was no change in fair value between the acquisition date of August 31, 2022 and September 30, 2022. The fair value of milestone contingent consideration was estimated using a Monte Carlo simulation model. The fair value is based on an option pricing framework, whereby a range of possible scenarios were simulated around forecasted net sales.

The significant unobservable inputs used in the Monte Carlo simulation to measure the milestone contingent consideration that are categorized with Level 3 of the fair value hierarchy were as follows:

	September 30, 2022
Volatility	35.0%
Risk-free rate	4.0%
Weighted average cost of capital	31.0%
Cost of debt	11.0%

Holdback Contingent Consideration

The holdback contingent consideration related to the Palamedrix Acquisition was $0.5 million as of September 30, 2022 and is recorded in other long-term liabilities on the condensed consolidated balance sheets. There was no change in fair value between the acquisition date of August 31, 2022 and September 30, 2022. The fair value of holdback contingent consideration was estimated using a scenario-based analysis. The fair value is based on the expected holdback release date and expected holdback payment. The future expected payments were discounted to the valuation date using the cost of debt.

The significant unobservable inputs used in the scenario-based analysis to measure the holdback contingent consideration that are categorized with Level 3 of the fair value hierarchy were as follows:

	September 30, 2022
Cost of debt	12.6%

Note 6 — Leases

We have operating leases for certain office spaces with lease terms ranging from two to five years. These leases require monthly lease payments that may be subject to annual increases throughout the lease term. Certain of these leases also include renewal options at our election to renew or extend the leases for additional periods ranging from three to ten years. These optional periods have not been considered in the determination of the ROU assets or lease liabilities associated with these leases as we did not consider the exercise of these options to be reasonably certain.

Lease Costs

Lease costs for operating leases are recognized on a straight-line basis over the lease term. The total lease cost for the period was as follows:

(in thousands)	**Three Months Ended September 30, 2022**	**Nine Months Ended September 30, 2022**
Operating lease cost[1]	$ 6,477	$ 7,284
Variable lease cost	270	660
Short-term lease cost	12	35
Total lease cost	$ 6,759	$ 7,979

1 Operating lease cost includes $6.0 million lease termination fee incurred during the three and nine months ended September 30, 2022.

Rent expense for the three and nine months ended September 30, 2021 was $0.4 million and $1.3 million, respectively.

Lease Maturities

The table below reconciles the undiscounted lease payment maturities to the lease liabilities for our operating leases as of September 30, 2022:

(in thousands)	**September 30, 2022**
Remainder of 2022	$ 624
2023	2,561
2024	1,143
2025	834
2026	143
Total	5,305
Less: amount of lease payments representing interest	(170)
Less: tenant improvement allowance yet to be received	—
Present value of future minimum lease payments	5,135
Less: current operating lease liabilities (included in other current liabilities)	(2,445)
Long-term operating lease liabilities (including in other long-term liabilities)	$ 2,690

Supplemental Lease Information

Supplemental information related to our operating leases was as follows:

	September 30, 2022
Weighted average remaining lease term	2.5 years
Weighted average discount rate	2.4%

Cash paid for amounts included in the measurement of our operating lease liabilities for the nine months ended September 30, 2022 was $1.4 million.

In February 2022, we executed two separate lease agreements (the "Leases") to lease buildings pending construction that have not yet commenced. Both leases will expire on November 30, 2033, unless extended or early terminated in accordance with the terms of the lease. In accordance with the lease agreements, we made a deposit of $4.1 million during the first quarter of 2022. The deposit is restricted from withdrawal and held by a bank in the form of collateral for an irrevocable standby letter of credit held as security.

On August 25, 2022, we entered into a lease termination agreement (the "Lease Termination") for the Leases prior to lease commencement. As consideration for the termination of the Leases, we agreed to pay the landlord a termination fee of $6.0 million of which $2.5 million was paid on the termination date. The remaining $3.5 million will be paid on January 2, 2023 and may be reduced by $1.0 million if the landlord enters into a separate lease with a third party prior to January 2, 2023. A liability of $3.5 million is recorded in accrued liabilities on the condensed consolidated balance sheets. The $4.1 million deposit will be released from restricted cash once the termination fee is paid in full and is classified as restricted cash and included in prepaid expenses and other current assets in the condensed consolidated balance sheets. Additionally, we incurred a real estate commission agent fee related to the Lease Termination of approximately $1.6 million, of which $0.8 million has been paid and the remaining $0.8 million is recorded in accrued liabilities on the condensed consolidated balance sheets.

Note 7 — Inventory

Inventory was comprised of the following:

(in thousands)	September 30, 2022	December 31, 2021
Raw materials	$ 20,253	$ 15,205
Work in process	1,275	—
Finished goods	781	93
Total inventory	$ 22,309	$ 15,298
Inventory (current)	$ 18,499	$ 11,213
Non-current inventory	$ 3,810	$ 4,085

Note 8 — Accrued Liabilities

Accrued liabilities consisted of the following:

(in thousands)	September 30, 2022	December 31, 2021
Accrued compensation	$ 10,874	$ 9,832
Accrued lease termination fee	3,500	—
Accrued real estate agent commission	804	—
Accrued charitable contributions	—	400
Accrued medical claims	635	398
Other	511	479
Total accrued liabilities	$ 16,324	$ 11,109

Note 9 — Commitments and Contingencies

Legal Proceedings

We are subject to claims and assessments from time to time in the ordinary course of business. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. We are not currently party to any material legal proceedings in which a potential loss is probable or reasonably estimable.

Indemnification

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future, but that have not yet been made. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations. However, the Company may record charges in the future as a result of these indemnification obligations.

Note 10 — Debt

As of September 30, 2022 and December 31, 2021, we did not have any debt outstanding.

Prior to the Business Combination, we had received various forms of debt including convertible debt, a credit agreement, and funds issued through the Paycheck Protection Program. Prior to the consummation of the Business Combination, these forms of debt were settled or forgiven. The loan resulting from the Paycheck Protection Program was forgiven during the second quarter of 2021 and resulted in a gain on extinguishment of debt of nil and $3.6 million for the three and nine months ended September 30, 2021, respectively. The debt under the Company's credit agreement was settled in the second quarter of 2021, which resulted in nil and a $5.2 million loss on extinguishment of debt for the three and nine months ended September 30, 2021, respectively. In July 2021, the convertible debt was converted into 571,642 shares of Common Stock (as converted), which resulted in a $2.7 million loss on extinguishment of debt for the three and nine months ended September 30, 2021.

Interest expense incurred during the three and nine months ended September 30, 2021 was related to these forms of debt, primarily from the Company's credit agreement.

Note 11 — Stockholders' Equity

Under our amended and restated certificate of incorporation, we are authorized to issue 600,000,000 shares of Common Stock, par value of $0.0001 per share, and 1,000,000 shares of preferred stock, par value $0.0001 per share.

As of September 30, 2022, there were an aggregate of 5,519,991 and 5,013,333 outstanding public warrants and private placement warrants, respectively. Each warrant entitles the holder to purchase one share of our Common Stock at a price of $11.50 per share at any time commencing on February 25, 2022. As of September 30, 2022, no warrants have been exercised. The warrants will expire on September 1, 2026 or earlier upon redemption or liquidation.

There have been no significant changes to the disclosures in our 2021 Form 10-K related to Common Stock, preferred stock, or our public and private placement warrants, including warrant redemption terms.

Note 12 — Stock-based Compensation

Stock-based compensation includes grants of equity incentive awards in the form of stock options and other stock-based awards as well as the issuance of common stock under a consulting agreement with a related party (see Note 15, *Related Parties*) and issuance of Earn-Out Shares to service providers in connection with the Business Combination. Stock-based compensation also includes the impact of common stock purchased through our employee stock purchase plan, which allows eligible employees to purchase shares of our common stock at a price equal to 85% of their fair market value on the last day of a defined offering period. In January 2022, we increased the reserve of Common Stock for issuance under all incentive plans by 9 million shares in accordance with our 2021 Omnibus Incentive Plan. There have been no significant changes to our equity incentive plans and types of stock-based incentive awards disclosed in our 2021 Form 10-K.

Stock-based compensation was recorded in the condensed consolidated statements of operations and comprehensive loss as shown in the following table:

	Three months ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2022**	**2021**	**2022**	**2021**
Cost of assay services revenue	$ 327	$ 102	$ 910	$ 283
Cost of product revenue	12	—	37	6
Research and development	2,780	7,712	6,346	9,286
Selling, general and administrative	13,775	4,870	27,732	11,125
Total stock-based compensation	$ 16,894	$ 12,684	$ 35,025	$ 20,700

Stock-based compensation will fluctuate based on the grant-date fair value of awards, the number of awards, the requisite service period of the awards, modification of awards, employee forfeitures and the timing of the awards. Expense related to each stock option and restricted stock unit ("RSU") award is recognized on a straight-line basis over the requisite service period of the entire award.

The following table summarizes our award activity for stock options and RSUs for the nine months ended September 30, 2022:

	Stock Options[1]	RSUs[2]
Outstanding as of December 31, 2021	19,702,845	—
Granted	6,336,656	3,263,009
Exercised or Issued	(1,866,669)	(12,031)
Forfeited	(778,960)	(70,553)
Expired	—	n/a
Outstanding as of September 30, 2022	23,393,872	3,180,425

(1) The stock options generally vest over four years, with 25% vesting upon the first-year anniversary of the grant date and the remaining options vesting ratably each month thereafter.
(2) The RSUs vest subject to the satisfaction of service requirements. The grant date fair values of these awards are determined based on the closing price of our Common Stock on the date of grant.

During 2022, the Company modified options and RSUs held by terminated executives to accelerate the vesting and/or extend contractual terms. In connection with these modifications, the Company incurred incremental stock-based compensation expense of $7.5 million and $7.8 million for the three and nine months ended September 30, 2022. The Company also incurred incremental stock-based compensation expense related to option modifications of nil and $0.7 million for the three and nine months ended September 30, 2021.

Service Provider Earn-Out Shares

Upon the consummation of the Business Combination, 1,499,875 Earn-Out Shares, subject to vesting and forfeiture conditions, were issued to Earn-Out Service Providers (the "Service Provider Earn-Outs"). As the issuance of the Service Provider Earn-Outs is contingent on services being provided, we have accounted for them in accordance with ASC 718, *Compensation - Stock Compensation.* As of September 30, 2022, 1,229,612 Service Provider Earn-Outs were outstanding after forfeitures. Upon forfeiture, the forfeited shares will be redistributed to the Old SomaLogic stockholders. The Company recorded stock-based compensation expense related to the Service Provider Earn-Outs of $1.4 million and $5.0 million during the three and nine months ended September 30, 2022, respectively, and $1.0 million during the three and nine months ended September 30, 2021.

Replacement Awards Subject to Vesting Conditions

In connection with the Palamedrix Acquisition, we issued 1,209,801 shares of Common Stock and Milestone Consideration to founder employees that require continuing employment for a period of three years. Compensation expense of $0.2 million was recorded in research and development expense in the condensed consolidated statement of operations and comprehensive loss for the three and nine months ended September 30, 2022.

Secondary Sale Transaction

In July, 2021, an employee of the Company sold shares of the Company's common stock and vested options to acquire shares of our common stock at a sales price that was above the then-current fair value. Since the purchasing parties are holders of economic interest in the Company and acquired shares and options from a current employee at a price in excess of fair value of such shares and options, the amount paid in excess of the fair value at the time of the secondary sale was recognized as stock-based compensation expense.

Total stock-based compensation expense related to the secondary sale transaction of $6.5 million was recorded within research and development expenses in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2021.

Note 13 — Income Taxes

The Company recorded $0.6 million of income tax benefit for the three and nine months ended September 30, 2022 resulting from changes in the valuation allowance due to deferred tax liabilities resulting from acquired indefinite lived intangible assets as part of the acquisition of Palamedrix. There has historically been no federal or state provision for income taxes because the Company has incurred operating losses and maintains a full valuation allowance against its net deferred tax assets in the United States.

Utilization of the Company's net operating loss and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such an annual limitation could result in the expiration or elimination of the net operating loss and tax credit carryforwards before utilization. Management believes that the limitation will not limit utilization of the carryforwards prior to their expiration.

Note 14 — Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except share and per share data)	2022	2021	2022	2021
Net loss	$ (32,942)	$ (41,419)	$ (59,906)	$ (64,240)
Weighted-average shares outstanding, basic and diluted	184,407,874	137,176,228	183,209,213	122,268,443
Net loss per share, basic and diluted	$ (0.18)	$ (0.30)	$ (0.33)	$ (0.53)

During periods in which the Company incurs a net loss, diluted weighted average shares outstanding are equal to basic weighted average shares outstanding because the effect of all awards is anti-dilutive. The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because including them would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Anti-dilutive shares:				
Stock options to purchase common stock	23,393,872	17,158,714	23,393,872	17,158,714
Public warrants and private placement warrants	10,533,324	10,533,324	10,533,324	10,533,324
Unvested RSUs	3,180,425	—	3,180,425	—
Replacement awards subject to vesting conditions	1,209,801	—	1,209,801	—
Employee stock purchase plan	45,783	—	45,783	—
Total anti-dilutive shares	38,363,205	27,692,038	38,363,205	27,692,038

Note 15 — Related Parties

The Company paid $0.4 million of an unconditional contribution to a related party during the three and nine months ended September 30, 2022, and paid nil and $0.1 million during the three and nine months ended September 30, 2021, respectively. As of September 30, 2022, there is no remaining pledge recorded in accrued liabilities.

In June 2019, we entered into a consulting agreement (the "Master Agreement") with Abundant Venture Innovation Accelerator ("AVIA"), a company that engages in business incubation activities. AVIA is a related party to the Company because Ted Meisel, a member of our Board of Directors as of September 1, 2021, also serves on the board of directors of AVIA. We also entered into a consulting agreement (the "Consulting Milestone Agreement") with AVIA, to provide services related to expanding our contractual relationships with health system providers. Pursuant to the Master Agreement and the Consulting Milestone Agreement, the Company agreed to pay AVIA for business development activities. In August 2021, the Company issued 12,342 shares of Common Stock (as converted) to AVIA for milestones achieved. In June 2022, we amended the Consulting Milestone Agreement to redefine the milestones and payment terms. For these consulting services, we paid $0.2 million and $0.5 million for the three and nine months ended September 30, 2022, respectively, and $0.4 million and $0.7 million for the three and nine months ended September 30, 2021, respectively.

Casdin Partners Master Fund, L.P ("Casdin")., founded by Eli Casdin, a member of the Company's Board of Directors and principal owner of the Company, was a shareholder of Palamedrix. Upon the Company's acquisition of Palamedrix, Casdin received $0.8 million in cash, $0.8 million in equity, and the right to receive up to $0.3 million of contingent consideration related to the achievement of net sales milestones.

Note 16 — Subsequent Events

On November 11, 2022, the landlord and a third party entered into a lease agreement for the premises described in Note 6, *Leases*. Pursuant to the lease termination agreement, the termination fee will be reduced by $1 million. The Company will recognize this gain contingency in the fourth quarter of 2022.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements, and the related notes thereto, presented in this Quarterly Report on Form 10-Q as well as our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2021 (the "2021 Form 10-K"). The following discussion and analysis contains forward-looking statements based upon our current expectations, estimates and projections that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements due to, among other considerations, the matters discussed under Cautionary Note Regarding Forward-Looking Statements included elsewhere in this Quarterly Report on Form 10-Q. Unless the context otherwise requires, all references in this section to the "Company," "we," "us" or "our" refer to the business of SomaLogic prior to the consummation of the Business Combination, and to the Company and its consolidated subsidiaries following the consummation of the Business Combination.

SomaLogic, Inc. and our Predecessor

SomaLogic was originally formed as a special purpose acquisition company under the name CM Life Sciences II Inc. for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. Prior to the Business Combination, it did not have historical financial operating results. SomaLogic Operating, our accounting predecessor, is a leading commercial-stage proteomics company. In connection with the Business Combination, SomaLogic Operating became a wholly owned subsidiary of SomaLogic.

Business Overview

SomaLogic is a leading commercial-stage proteomics company. We have built an integrated proteomics platform capable of robust, high throughput proteomics analysis with broad proteome coverage, low limits of detection, high reproducibility and at low costs. We designed our platform with the goal of being a universal proteomics platform, with the breadth (number of proteins measured) and precision (accuracy of measurement) important for discovery and research applications, and both the reproducibility and robustness important for clinical applications. We currently run our platform within our own laboratory, receive samples from customers and provide them proteomics analysis services. We are also developing an integrated solution comprising kits and select equipment that would enable customers to perform our proteomics assay at their own sites and leverage our bioinformatics capabilities to analyze the data.

On August 31, 2022, we completed the acquisition of Palamedrix, Inc. Palamedrix is a DNA nano tech firm that provides deep scientific and engineering expertise, miniaturization technology and enhanced ease-of-use capabilities that the Company intends to leverage as it develops the next generation of SomaScan® Assay. The acquisition expands the development of our portfolio of services, while enhancing our research capabilities, and providing an immediate footprint in the San Diego area with already-established staff, lab, and strong local talent pool.

Impact of the COVID-19 Pandemic

In March 2020, the World Health Organization declared the Coronavirus Disease 2019 ("COVID-19") outbreak to be a global pandemic. Since then, COVID-19 has continued to spread throughout much of the United States and the world causing uncertainty and disruption to business activities.

Our suppliers and customers have been impacted by the COVID-19 pandemic, and we have experienced supply delays for certain equipment, instrumentation and other supplies that we use for our services and products as well as delays in customer sample receipt.

The COVID-19 pandemic continues to be dynamic and near-term challenges across the economy remain. We expect continued volatility and unpredictability related to the impact of COVID-19 on our business results. We continue to actively monitor the pandemic and we will continue to take appropriate steps to mitigate the adverse impacts on our business posed by the on-going spread of COVID-19.

Effects of Inflation

Inflation has impacted our results of operations for the nine-month period ended September 30, 2022, and our business could continue to be affected by inflation in the future.

Factors Affecting Our Performance

The following factors have been important to our business and we expect them to impact our results of operations and financial condition in future periods:

- Continued adoption of our services and products:
    - We have a well-established base of marquee customer and Key Opinion Leaders ("KOL") relationships in place, and as we grow further, we expect to win contracts with new customers and expand the scope of existing contracts with existing customers.
    - We plan to develop and grow our offering of reagents and corresponding solutions, including both small and large plex capabilities, site-of-service deployed assay options, and bioinformatics offerings to attract additional customers and cross-sell to existing customers.
    - We continue to focus on growing our proteomics database and artificial intelligence and machine learning analytics to drive value and market opportunities.
    - We expect our total revenue may vary from period to period based on, among other things, the timing and size of new contracts, fluctuations in customer consumption of and adoption trends, ramp time and productivity of our salesforce, the impact of significant transactions, and seasonality. Failure to effectively develop and expand our sales and marketing capabilities or improve the productivity of our sales and marketing organization could harm our ability to expand our potential customer and sales pipeline, increase our customer base, and achieve broader market acceptance of our offering.
- Continued investment in growth:
    - We continue to invest significantly in our laboratory process and commercial infrastructure.
    - Investments in research and development will include hiring of employees with the necessary scientific and technical backgrounds to enable enhancements to our existing services and products and bring new services and products to market.

- Ability to lower the costs associated with performing the assay:
    - We intend to reduce the cost of raw materials by, in part, modifying our assays and laboratory processes to use materials and technologies that provide equal or greater quality at lower cost, improving how we manage our materials and negotiating favorable terms for our materials purchases.
    - We intend to reduce the cost of performing our SomaScan® assay as we move to either a less expensive array or Next Generation Sequencing system for our DNA readout of the protein concentrations present in a sample.
- Seasonality:
    - Our revenue can be seasonal dependent upon the procurement and budgeting cycles of many of our customers, especially government- or grant-funded customers, whose cycles often coincide with government fiscal year ends.
- Development and commercialization of clinical diagnostic tests:
    - We aim to continue to advance our portfolio of clinical diagnostic tests that leverage our proprietary proteomics platform and artificial intelligence-enabled bioinformatics. By developing additional tests, the Company can provide more options to customers and collaborators and further commercialize our platform driving growth in revenue.
- Expansion of our proteomic content:
    - To maintain our competitive advantage, we plan to increase the number of protein reagents for commercial availability based on allocated funding, resource availability, and the successful validation of new reagents.
    - Upon successful commercialization of the new reagents, the impact to cost of revenue for the new proteomic content is estimated to be offset by the increased efficiencies we may gain from sample volume growth and value engineering initiatives.
- Macroeconomic conditions:
    - A deterioration in macroeconomic economic conditions including risk of recession, effects of inflation, labor shortages, supply chain issues and higher interest rates could impact both our and our customers' operations. We could experience pricing pressure and decreased demand as a result.

Components of Results of Operations

Revenue

We derive our revenue from four primary sources: (1) assay services revenue, (2) product revenue, (3) collaboration revenue, and (4) other revenue. Customers include top biopharmaceutical companies and leading academic research universities.

Assay services revenue

We generate assay services revenue primarily from the sale of SomaScan® services. SomaScan® service revenue is derived from performing the SomaScan® assay on customer samples to generate data on protein biomarkers. We expect assay services revenue to increase over the long term with new and recurring sales opportunities. With the enhancement of our proteomic services, we expect to capture more market opportunities outside of the United States region, as well as winning contracts with new customers and expanding the scope of sales with existing customers.

Product revenue

Product revenue primarily consists of equipment and kit sales, which enable our customers to bring the SomaScan® proteomic platform in-house and to build lines of business based on this technology. In preparation for a full-scale re-launch, we have established agreements and installed equipment at several sites to deploy kits in the future. This will allow SomaLogic to quickly grow into new geographic regions and expand our customer base.

Collaboration revenue

Collaboration revenue consists of fees earned for research and development services, except for grant revenue research and development services that are classified in other revenue. Collaboration revenue currently relates to an arrangement with one customer, NEC Solution Innovators, Ltd. (“NES”), a wholly owned subsidiary of NEC Corporation (“NEC”). We believe expanding collaborative arrangements with KOLs will allow for further enhancements of our integrated platform, lower barriers to adoption and introduce or expand new market channels and customers within geographic regions and markets we do not currently operate in.

Other revenue

Other revenue includes royalty revenue and revenue received from research grants. The Company recognizes royalty revenue for fees paid by customers in return for a license to make, use or sell certain licensed products in certain geographic areas in the period in which the subsequent sale or usage has occurred. A royalty arrangement entered into in September 2022 with New England BioLabs (“NEB”) includes guaranteed fixed minimum royalties for which revenue has been recognized, net of the effect of a significant financing component. Any revenue above the guaranteed fixed minimum royalties is recognized in the period in which the subsequent sale or usage has occurred. Grant revenue represents funding under cost reimbursement programs from government agencies, and non-profit foundations for qualified research and development activities performed by the Company. We expect other revenue to continue to grow as we expand our commercial team and continue to pursue additional licensing relationships.

Cost of revenue

Cost of assay services revenue

Cost of assay services revenue consists of raw materials and production costs, salaries and other personnel costs, overhead and other direct costs related to assay services revenue. It also includes provisions for excess or obsolete inventory and costs for production variances, such as yield losses, material usages, spending and capacity variances.

We expect cost of assay services revenue to increase as we grow our sample volume. We expect the cost per sample to decrease over the long term due to the efficiencies we may gain as sample volume increases from improved utilization of our laboratory capacity and other value engineering initiatives. If our sample volume throughput is reduced as a result of the COVID-19 pandemic or otherwise, cost of revenue as a percentage of total revenue may be adversely impacted due to fixed overhead cost.

Cost of product revenue

Cost of product revenue consists of raw materials and production costs, salaries and other personnel costs, overhead and other direct costs related to product revenue. Cost of product revenue is recognized in the period the related revenue is recognized. Shipping and handling costs incurred for product shipments are included in cost of product revenue in the condensed consolidated statements of operations and comprehensive loss.

Research and development

Research and development expenses consist primarily of salaries and benefits, laboratory supplies, clinical study costs, consulting fees and related costs. We believe that our continued investment in research and development is essential to our long-term competitive position. We plan to continue to invest significantly in our research and development efforts, including hiring additional employees, with an expected focus on advancing our assay and our bioinformatics platform, new clinical studies, as well as lowering the cost of assays. As a result of these and other initiatives, we expect research and development expenses will increase in absolute dollars in future periods and vary from period to period as a percentage of revenue.

Selling, general and administrative

Selling expenses consist primarily of personnel and marketing related costs. General and administrative expenses consist primarily of personnel costs for our information technology, finance, human resources, business development and general management, as well as professional services, such as legal and accounting services.

As we continue to introduce new services and products, broaden our customer base and grow our business, we expect selling, general and administrative expenses to increase in future periods as the number of sales and marketing and administrative personnel grows. We also anticipate incurring increased accounting, audit, legal, regulatory, compliance, director and officer insurance costs, as well as investor and public relations expenses associated with operating as a public company.

Interest income and other, net

Interest income and other, net primarily consists of interest earned on our cash equivalents and investments, which are invested in money market funds, commercial paper, U.S Treasuries, asset-backed securities, corporate bonds, and agency bonds. Interest income and other, net also includes interest income recognized related to a significant financing component.

Interest expense

Interest expense is attributable to our borrowings under debt agreements as well as the change in fair value of the compound derivative liability.

Loss on extinguishment of debt, net

Loss on extinguishment of debt, net consists of a loss on extinguishment of debt due to conversion of the Convertible Debt and repayment of the Amended and Restated Credit Agreement, and offset by a gain on extinguishment of debt due to forgiveness of the Paycheck Protection Program ("PPP") loan during the nine months ended September 30, 2021.

Change in fair value of warrant liabilities

Change in fair value of warrant liabilities consists of changes in fair value related to the Public Warrant and Private Warrant liabilities. The warrant liabilities are classified as marked-to-market liabilities pursuant to ASC 815, *Derivatives and Hedging*, and the corresponding increase or decrease in value impacts our net loss.

Change in fair value of earn-out liability

Change in fair value of earn-out liability consists of changes in the earn-out liability related to Earn-Out Shares issued as part of the Business Combination. The earn-out liability is classified as a marked-to-market liability pursuant to ASC 815 and the corresponding increase or decrease in value impacts our net loss.

Results of Operations

Comparison of the three months ended September 30, 2022 versus the three months ended September 30, 2021

Revenue

	Three Months Ended September 30,		Change	
(in thousands)	**2022**	**2021**	**$**	**%**
Assay services revenue	$ 17,574	$ 17,499	$ 75	—%
Product revenue	1,051	75	976	NM
Collaboration revenue	763	763	—	—%
Other revenue	22,325	1,655	20,670	NM
Total revenue	$ 41,713	$ 19,992	$ 21,721	109%

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

Total revenue increased by $21.7 million, or 109%, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021.

The $0.1 million increase in assay services revenue for the three months ended September 30, 2022 compared to the three months ended September 30, 2021 was due to an increase in sample volumes resulting from fluctuations in consumer consumption, offset by a decrease in average selling price driven by customer mix.

Product revenue increased by $1.0 million, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021 primarily due to the increase in volume of kit sales.

Other revenue increased by $20.7 million, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021 primarily due to a $20.7 million increase in royalty revenue driven by recognition of $8 million of previously constrained royalty revenues and $13.2 million related to a guaranteed fixed minimum royalties, net of the effect of a significant financing component, offset by a $0.5 million decrease in ongoing royalties driven by a decrease in COVID research testing.

Cost of revenue

(in thousands)	Three Months Ended September 30, 2022	2021	Change $	Change %
Cost of assay services revenue	$ 11,264	$ 8,737	$ 2,527	29%
Cost of product revenue	406	33	373	NM
Total cost of revenue	$ 11,670	$ 8,770	$ 2,900	33%

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

Total cost of revenue increased by $2.9 million, or 33%, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021.

Cost of assay services revenue increased by $2.5 million, or 29%, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. The increase in cost of assay services revenue was primarily due to an increase in sample volumes resulting from fluctuations in consumer consumption. This increase was compounded by varying degrees of production inefficiencies due to delays in sample receipts.

Cost of product revenue increased by $0.4 million, or NM, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021 primarily due to increase in volume of kit sales.

Research and development

(in thousands)	Three Months Ended September 30, 2022	2021	Change $	Change %
Research and development	$ 19,419	$ 15,596	$ 3,823	25%

Research and development increased by $3.8 million, or 25%, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. The increase in research and development was primarily due to a $5.1 million increase in professional services and supplies related to projects for content expansion and cost reduction, a $1.7 million increase in internal clinical studies, a $2.1 million increase in wages and benefits due to increased headcount, a $1.4 million increase in stock-based compensation expense due to new equity awards and Earn-Out Shares issued to Earn-Out Service Providers, offset by a $6.5 million non-recurring, non-cash stock-based compensation expense incurred in the prior year related to the sale of stock and vested options by an employee to an economic interest holder in excess of fair value.

Selling, general, and administrative

(in thousands)	Three Months Ended September 30, 2022	2021	Change $	Change %
Selling, general and administrative	$ 51,236	$ 20,632	$ 30,604	148%

Selling, general, and administrative increased by $30.6 million, or 148%, for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. The increase in selling, general and administrative was primarily due to a $1.9 million increase in advisory and management services incurred in relation to public-company compliance and other transactions, including costs incurred in relation to the Palamedrix acquisition, a $7.8 million increase in wages and benefits due to increased headcount in our commercial and administrative teams, a $3.6 million increase in services incurred related to marketing initiatives and product development and a $1.5 million increase in stock-based compensation expense due to new equity awards and Earn-Out Shares issued to Earn-Out Service Providers. Additionally, for the three months ended September 30, 2022, the Company has incurred $6.0 million of lease termination fees, $7.5 million in stock-based compensation expense related to the accelerated vesting of options held by terminated executives, $1.4 million of severance related to the terminated executives, and a $0.9 million loss on disposal of assets related to abandonment of certain internally developed software projects.

Other income (expense)

(in thousands)	Three Months Ended September 30, 2022	2021	Change $	Change %
Other income (expense):				
Interest income and other, net	$ 2,417	$ 55	$ 2,362	NM
Interest expense	—	(2)	2	(100)%
Change in fair value of warrant liabilities	3,371	(8,111)	11,482	NM
Change in fair value of earn-out liability	1,260	(5,662)	6,922	NM
Loss on extinguishment of debt, net	—	(2,693)	2,693	(100)%
Total other income (expense)	$ 7,048	$ (16,413)	$ 23,461	NM

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

Interest income and other, net increased by $2.4 million for the three months ended September 30, 2022 compared to the three months ended September 30, 2021 due to an average higher cash equivalents and investment balances as well as rising interest rates during the three months ended September 30, 2022 compared to the three months ended September 30, 2021.

The change in fair value of warrant liabilities resulted in a gain of $3.4 million during the three months ended September 30, 2022, due to the quarterly remeasurement of the warrant liabilities.

The change in fair value of the earn-out liability resulted in a gain of $1.3 million for the three months ended September 30, 2022, due to the quarterly remeasurement of the earn-out liability.

Loss on extinguishment of debt, of $2.7 million for the three months ended September 30, 2021 is a result of the conversion of the Convertible Debt in July 2021.

Income Taxes

(in thousands)	Three Months Ended September 30, 2022	2021	Change $	Change %
Income tax benefit	$ 622	$ —	$ 622	NM

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

The income tax benefit for the three months ended September 30, 2022 resulted from changes in the valuation allowance due to deferred tax liabilities resulting from acquired indefinite lived intangible assets as part of the acquisition of Palamedrix.

Comparison of the nine months ended September 30, 2022 versus the nine months ended September 30, 2021

Revenue

(in thousands)	Nine Months Ended September 30, 2022	2021	Change $	Change %
Assay services revenue	$ 47,305	$ 48,308	$ (1,003)	(2)%
Product revenue	2,218	730	1,488	NM
Collaboration revenue	2,288	2,288	—	—%
Other revenue	27,026	7,306	19,720	NM
Total revenue	$ 78,837	$ 58,632	$ 20,205	34%

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

Total revenue increased by $20.2 million, or 34%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021.

The $1.0 million, or 2%, decrease in assay services revenue for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 was primarily due to a decrease in average selling price driven by customer mix, offset by a slight increase in sample volumes resulting from fluctuations in consumer consumption.

Product revenue increased by $1.5 million, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 primarily due to the sale of equipment and kits to new kits customers.

Other revenue increased by $19.7 million for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 primarily due to recognition of $8.0 million of previously constrained royalty revenues and $13.2 million related to guaranteed fixed minimum royalties, net of the effect of a significant financing component, offset by a $1.5 million decrease in sales-based royalties driven by a decrease in COVID research testing.

Cost of revenue

	Nine Months Ended September 30,		Change	
(in thousands)	**2022**	**2021**	**$**	**%**
Cost of assay services revenue	$ 29,215	$ 22,548	$ 6,667	30%
Cost of product revenue	1,184	452	732	162%
Total cost of revenue	$ 30,399	$ 23,000	$ 7,399	32%

Total cost of revenue increased by $7.4 million, or 32%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021.

Cost of assay services revenue increased by $6.7 million, or 30%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. The increase in cost of assay services revenue was primarily due to increase in sample volume and varying degrees of production inefficiencies due to delays in sample receipts.

Cost of product revenue increased by $0.7 million, or 162%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 primarily due to the sale of equipment and kits to new kits customers.

Research and development

	Nine Months Ended September 30,		Change	
(in thousands)	**2022**	**2021**	**$**	**%**
Research and development	$ 50,855	$ 32,304	$ 18,551	57%

Research and development increased by $18.6 million, or 57%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. The increase in research and development was primarily due to a $13.9 million increase in professional services and supplies related to projects for content expansion and cost reduction, a $2.6 million increase in internal clinical studies, a $5.4 million increase in wages and benefits due to increased headcount, a $3.2 million increase in stock-based compensation expense due to new equity awards and Earn-Out Shares issued to Earn-Out Service Providers, offset by a $6.5 million non-recurring, non-cash stock-based compensation expense incurred in the prior year related to the sale of stock and vested options by an employee to an economic interest holder in excess of fair value.

Selling, general, and administrative

(in thousands)	Nine Months Ended September 30, 2022	2021	Change $	Change %
Selling, general and administrative	$ 118,863	$ 48,274	$ 70,589	146%

Selling, general, and administrative increased by $70.6 million, or 146%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. The increase in selling, general and administrative was primarily due to a $9.4 million increase in advisory and management services incurred in relation to public-company compliance and other transactions, including costs incurred in relation to the Palamedrix acquisition, a $22.7 million increase in wages and benefits due to increased headcount in our commercial administrative teams, a $13.2 million increase in services incurred related to marketing initiatives and product development, and a $9.5 million increase in stock-based compensation expense due to new equity awards and Earn-Out Shares issued to Earn-Out Service Providers. Additionally, for the nine months ended September 30, 2021, the Company has incurred $6.0 million of lease termination fees, a $7.5 million stock-based compensation expense related to the accelerated vesting of options held by terminated executives, $1.4 million severance related to the terminated executives, and a $0.9 million loss on disposals of assets related to abandonment of certain internally developed software projects.

Other income (expense)

(in thousands)	Nine Months Ended September 30, 2022	2021	Change $	Change %
Other income (expense):				
Interest income and other, net	$ 3,456	$ 126	$ 3,330	NM
Interest expense	—	(1,324)	1,324	(100)%
Change in fair value of warrant liabilities	30,547	(8,111)	38,658	NM
Change in fair value of earn-out liability	26,749	(5,662)	32,411	NM
Loss on extinguishment of debt, net	—	(4,323)	4,323	(100)%
Total other income (expense)	$ 60,752	$ (19,294)	$ 80,046	

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

Interest income and other, net increased by $3.3 million for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 due to an average higher cash equivalents and investment balances as well as rising interest rates during the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021.

Interest expense decreased by $1.3 million, or 100%, for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021 primarily due to the interest on the Amended and Restated Credit Agreement during the nine months ended September 30, 2021. The credit agreement was paid back in full in April 2021.

The change in fair value of warrant liabilities resulted in a gain of $38.7 million during the nine months ended September 30, 2022, due to the quarterly remeasurement of the warrant liabilities.

The change in fair value of the earn-out liability resulted in a gain of $32.4 million for the nine months ended September 30, 2022, due to the quarterly remeasurement of the earn-out liability.

Loss on extinguishment of debt, net of $4.3 million for the nine months ended September 30, 2021 is due to a $5.2 million loss on extinguishment of debt as a result of the repayment of the Amended and Restated Credit Agreement in April 2021, a $2.7 million loss on extinguishment of debt as a result of the conversion of the Convertible Debt in July 2021 offset by a $3.6 million gain on extinguishment of debt as of result of the forgiveness of the PPP loan in June 2021.

Income Taxes

(in thousands)	Nine Months Ended September 30, 2022	2021	Change $	Change %
Income tax benefit	$ 622	$ —	$ 622	NM

NM A percentage calculation is not meaningful due to change in signs, a zero-value denominator or a percentage change greater than 200.

The income tax benefit for the nine months ended September 30, 2022 resulted from changes in the valuation allowance due to deferred tax liabilities resulting from acquired indefinite lived intangible assets as part of the acquisition of Palamedrix.

Non-GAAP Financial Measures

We present non-GAAP financial measures in order to assist readers of our condensed consolidated financial statements in understanding the core operating results used by management to evaluate and run the business, as well as, for financial planning purposes. Our non-GAAP financial measure, Adjusted EBITDA, provides an additional tool for investors to use in comparing our financial performance over multiple periods.

Adjusted EBITDA is a key performance measure that our management uses to assess its operating performance. Adjusted EBITDA facilitates internal comparisons of our operating performance on a more consistent basis, and we use this measure for business planning, forecasting, and decision-making. We believe that Adjusted EBITDA enhances an investor's understanding of our financial performance as it is useful in assessing our operating performance from period-to-period by excluding certain items that we believe are not representative of our core business.

Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net loss as determined in accordance with GAAP or as an indicator of our operating performance. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company's financial performance. Our presentation of Adjusted EBITDA should not be construed as an inference that our results will be unaffected by those adjusted items. Our Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate this measure in the same manner.

Adjusted EBITDA

We calculate Adjusted EBITDA as net loss adjusted to exclude interest expense, net, depreciation and amortization, income tax benefit, and other non-recurring items. The other non-recurring items include the change in the fair value of warrant liabilities and the earn-out liability.

The following table is a reconciliation of net loss in accordance with GAAP to non-GAAP adjusted EBITDA for the three and nine months ended September 30, 2022 and 2021:

(in thousands)	Three Months Ended September 30, 2022	2021	Nine Months Ended September 30, 2022	2021
Net loss	$ (32,942)	$ (41,419)	$ (59,906)	$ (64,240)
Adjustments to reconcile to EBITDA:				
Interest income and other, net	(2,417)	(55)	(3,456)	(126)
Interest expense	—	2	—	1,324
Income tax benefit	(622)	—	(622)	—
Depreciation and amortization	1,172	532	2,890	1,909
EBITDA	(34,809)	(40,940)	(61,094)	(61,133)
Adjustments to reconcile to Adjusted EBITDA:				
Loss on extinguishment debt, net [1]	—	2,693	—	4,323
Change in fair value of warrant liabilities [2]	(3,371)	8,111	(30,547)	8,111
Change in fair value of earn-out liability [3]	(1,260)	5,662	(26,749)	5,662
One-time non-cash stock-based compensation [4]	—	6,461	—	6,461
Stock compensation expense related to equity award modifications [5]	7,538	—	7,793	700
Adjusted EBITDA	$ (31,902)	$ (18,013)	$ (110,597)	$ (35,876)

(1) Represents the $5.2 million loss on extinguishment of debt as a result of the repayment of the Amended and Restated Credit Agreement in April 2021 and offset by the $3.6 million gain on extinguishment of debt as a result of the forgiveness of the PPP loan in June 2021.

(2) Represents change in fair value of warrant liabilities. See Note 5, Fair Value Measurements, for more details.

(3) Represents change in fair value of earn-out liability. See Note 5, Fair Value Measurements, for more details.

(4) Represents a one-time non-cash stock-based compensation expense of $6.5 million related to the sale of stock and vested options by an employee to an economic interest holder in excess of fair value. See Note 12, Stock-based Compensation, for more details.

(5) Represents stock-based compensation expense related to equity modifications. See Note 12, Stock-based Compensation, for more details.

Liquidity and Capital Resources

Liquidity Outlook

We believe that our existing cash and cash equivalents and investments will be sufficient to support working capital and capital expenditure requirements for at least the next 12 months. Our future capital requirements will depend on many factors, including our sample volume growth rate, the pace of expansion of sales and marketing activities, the timing and extent of spending to supporting research and development efforts, the introduction of new and enhanced products and services, and the level of costs to operate as a public company. We may, in the future, enter into arrangements to acquire or invest in complementary businesses, products and technologies.

Cash Sources

Historically, our primary sources of liquidity have been proceeds from the Business Combination, cash collected from our customers, net proceeds from sale of our capital stock, and borrowings from debt facilities. During the first nine months of 2022, our primary source of liquidity was cash collected from our customers in the amount of $90.7 million.

As of September 30, 2022, we did not have any outstanding debt.

Cash Uses

Historically, our primary use of cash has been to investment in research and development, our laboratory process, commercial infrastructure and scale our operations to support growth.

We may be required to seek additional equity or debt financing. In the event we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, operations, and financial condition.

We also have entered into various non-cancelable operating lease agreements for administrative and laboratory facilities. As of September 30, 2022, our total future minimum lease commitments were $5.3 million. Additionally, we entered into a lease termination agreement in August 2022 and agreed to pay a lease termination fee of $6.0 million. As of September 30, 2022, we have paid $2.5 million and expect to pay the remaining $3.5 million in January 2023. The fee may be reduced by $1.0 million if certain conditions are met. See Note 6, *Leases*, for more information on our lease commitments.

Cash flows

The following table summarizes our cash flows for the periods presented:

	Nine Months Ended September 30,	
(in thousands)	**2022**	**2021**
Net cash used in operating activities	$ (65,945)	$ (22,446)
Net cash provided by (used in) investing activities	6,621	(170,337)
Net cash provided by (used in) financing activities	4,885	497,088
Effect of exchange rates on cash, cash equivalents and restricted cash	(41)	(11)
Net decrease in cash, cash equivalents and restricted cash	$ (54,480)	$ 304,294

Cash flows from operating activities

Cash used in operating activities for the nine months ended September 30, 2022 was $65.9 million, and was primarily attributable to a net loss of $59.9 million, which included a non-cash gain on the change in fair value of the earn-out liability of $26.7 million, a non-cash gain on the change in fair value of warrant liabilities of $30.5 million, a non-cash lease expense of $0.2 million, a non-cash amortization of premium on available-for-sale securities, net, of $0.4 million, and a non-cash income tax benefit of $0.6 million. This was partially offset by non-cash stock-based compensation expense of $35.0 million, non-cash depreciation and amortization of $2.9 million, non-cash provision for excess and obsolete inventory of $0.3 million, and loss on disposal of assets of $0.9 million. Additionally, we experienced a net increase in our operating assets and liabilities of $13.3 million.

Cash used in operating activities for the nine months ended September 30, 2021 was $22.4 million, which was primarily attributable to a net loss of $64.2 million and was partially offset by non-cash stock-based compensation expense of $20.7 million, non-cash loss on extinguishment of debt, net of $4.3 million, non-cash depreciation and amortization of $1.9 million, non-cash change in fair value of the warrant liabilities of $8.1 million, non-cash change in fair value of the earn-out liability of $5.7 million, non-cash provision for excess and obsolete inventory of $0.6 million, non-cash amortization of debt issuance costs, discounts and premiums of $0.3 million, non-cash amortization of premium on available-for-sale securities, net, of $0.3 million, and non-cash paid-in-kind interest of $0.2 million. Additionally, we experienced a net decrease in our operating assets and liabilities of $0.2 million.

Cash flows from investing activities

Cash provided by investing activities for the nine months ended September 30, 2022 was $6.6 million, consisting of $31.8 million for the proceeds from maturities of available-for-sale securities, net of purchase of available-for-sale securities, $11.9 million for the purchase of property and equipment, and a $13.3 million acquisition of Palamedrix, net of $2.5 million of cash acquired.

Cash used in investing activities for the nine months ended September 30, 2021 was $170.3 million, consisting of $167.3 million for the purchase of available-for-sale securities, net of proceeds from sales and maturities of available-for-sale securities, and $3.0 million for the purchase of property and equipment.

Cash flows from financing activities

Cash provided by financing activities for the nine months ended September 30, 2022 was $4.9 million, which was attributable to the proceeds from the exercise of options to purchase our common stock.

Cash provided by financing activities for the nine months ended September 30, 2021 was $497.1 million, consisting of $357.2 million of in net proceeds from the PIPE investment, $173.6 million in net proceeds from the Business Combination, and $2.8 million in proceeds from the exercise of options to purchase our common stock. The cash provided by financing activities was partially offset by the $36.5 million repayment of long-term debt.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements which have been prepared in accordance with United States generally accepted accounting principles, or GAAP. The preparation of the condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, costs, expenses and related disclosures. We evaluate our estimates and judgments on an on-going basis. We base our estimates on current facts, historical and anticipated results, trends, and other relevant assumptions that we believe are reasonable under the circumstances. Actual results could differ from these estimates, and such differences could be material to the Company's condensed consolidated financial position and results of operations. Within the context of these critical accounting policies, we are not currently aware of any reasonably likely event that would result in materially different amounts being reported.

Our significant accounting policies are described in more detail in Note 2, *Significant Accounting Policies*, in our 2021 Form 10-K. Our most critical accounting policies and estimates are those that require difficult, subjective, and/or complex judgments and estimates and are used in the preparation of our consolidated financial statements. Our critical accounting policies and estimates are described in more detail in *Critical Accounting Policies and Estimates* in our 2021 Form 10-K. We completed the Palamedrix Acquisition in August 2022. As such, we've identified additional critical accounting policies as of September 30, 2022 related to business combinations, in-process research and development and goodwill, further described in Note 2, Summary of Significant Accounting Policies, to the condensed consolidated financial statements. Other than information discussed herein, there have been no significant changes to our critical accounting policies and estimates disclosed in our 2021 Form 10K for the year ended December 31, 2021.

Revenue recognition

We recognize revenue from sales to customers under ASC 606, *Revenue from Contracts with Customers*. ASC 606 provides a five-step model for recognizing revenue that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

We recognize revenue when or as control of promised goods or services is transferred to the customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. Sales, value add, and other taxes collected concurrent with revenue-producing activities are excluded from revenue and products are sold without the right of return.

Payment terms may vary by customer, are based on customary commercial terms, and are generally less than one year. We do not adjust revenue for the effects of a significant financing component for contracts where the period between the transfer of the goods or services and collection is one year or less. We expense incremental costs to obtain a contract as incurred since the amortization period of the asset that would otherwise be recognized is one year or less.

Assay services revenue

We generate assay services revenue primarily from the sale of SomaScan® services. SomaScan® service revenue is derived from performing the SomaScan® assay on customer samples to generate data on protein biomarkers. Revenue from SomaScan® services is recognized at the time the analysis data or report is delivered to the customer, which is when control has been transferred to the customer. SomaScan® services are sold at a fixed price per sample without any volume discounts, rebates or refunds.

The delivery of each assay data report is a separate performance obligation. For arrangements with multiple performance obligations, the transaction price must be allocated to each performance obligation based on its relative standalone selling price. When assay services are included with other products or services within a customer contract, judgment is required to determine whether the promises are distinct or should be combined and to determine the transaction price allocation and standalone selling price. Standalone selling price is primarily determined based on amounts invoiced to customers in observable transactions. Standalone selling price varies depending on customer size, volume and contract length.

Product revenue

Product revenue primarily consists of equipment and kit sales to customers who assay samples in their own laboratories. Equipment is generally accounted for as a bundle with installation, qualification and training services. Revenue is recognized over time based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred. The Company receives fixed consideration per kit and revenue from kit sales is recognized upon transfer of control to the customer. Shipping and handling costs billed to customers are included in product revenue in the condensed consolidated statements of operations and comprehensive loss.

Collaboration revenue

We provide research and development services that are accounted for in accordance with ASC 808, *Collaborative Arrangements*, because both parties are active participants and are exposed to significant risks and rewards depending on the activity's commercial failure or success. The most critical judgments used to estimate revenue from collaborative arrangements include the determination of units of account within the scope of ASC 606, the number of distinct performance obligations, estimation of transaction price including allocation to the identified performance obligations, and determination of the pattern of recognition.

Other revenue

Other revenue includes royalty revenue and revenue received from research grants. We recognize royalty revenue for fees paid by customers in return for a license to make, use or sell certain licensed products in certain geographic areas in the period in which the subsequent sale or usage has occurred. A royalty arrangement entered into in September 2022 with New England BioLabs ("NEB") includes guaranteed fixed minimum royalties for which revenue has been recognized, net of the effect of a significant financing component. Any revenue above the guaranteed fixed minimum royalties is recognized in the period in which the subsequent sale or usage has occurred.

Grant revenue represents funding under cost reimbursement programs from government agencies and non-profit foundations for qualified research and development activities performed by the Company. For efforts performed under these grant agreements, our policy is to recognize revenue when it is reasonably assured that the grant funding will be received as evidenced through the existence of a grant arrangement, amounts eligible for reimbursement are determinable and have been incurred, the applicable conditions under the grant arrangements have been met, and collectability of amounts due is reasonably assured. The classification of costs incurred related to grants is based on the nature of the activities provided by the Company. Grant revenue is recognized when the related costs are incurred and recorded in other revenue in the condensed consolidated statements of operations and comprehensive loss.

Illumina Cambridge, Ltd.

On December 31, 2021, the Company entered into a multi-year arrangement with Illumina Cambridge, Ltd. ("Illumina Agreement") to jointly develop and commercialize co-branded kits that will combine Illumina's Next Generation Sequencing ("NGS") technology with SomaLogic's SomaScan technology. Pursuant to the agreement, we received a non-refundable upfront payment of $30.0 million on January 4, 2022. This arrangement is accounted for in accordance with ASC 606 by analogy. The Company concluded there are two performance obligations: (1) combined performance obligation that includes the following material promises: licenses, patents, training, transfer of know-how and SOMAmer reagents necessary to use the SomaScan technology ("Bundled SomaScan Technology"), and (2) an option to purchase goods post-commercialization with a material right ("Material Right"). The total transaction price is subject to a constraint since it is uncertain that commercialization will be achieved; and therefore the transaction price was determined to be $30.0 million and was allocated to each of the performance obligations identified on a relative standalone selling price basis. Revenue from the performance obligations is recognized as follows in product revenue on the condensed consolidated statements of operations and comprehensive loss:

Bundled SomaScan Technology: Revenue is recognized as control transfers when the SOMAmer reagents are shipped. The Company estimated the standalone selling price ("SSP") based on observable pricing of similar performance obligations.

Material Right: Revenue is recognized when Illumina exercises its option to purchase goods post-commercialization. The Company estimated the SSP based on the incremental discount adjusted for the likelihood that Illumina will exercise the option.

In June 2022, Illumina issued a purchase order that changed the future obligations due from SomaLogic under the Illumina Agreement. The purchase order represents a contract modification that is accounted for prospectively as if it were a termination of the existing contract and the creation of a new contract.

As a result, the Company determined that there were three new performance obligations (total of five performance obligations): (1) equipment bundle that includes customization services, integration services, system qualification services, site initiation services and training ("Equipment Bundle"), (2) qualification kits, and (3) support services. The contract modification resulted in an increase in the transaction price of $0.5 million. The updated transaction price was allocated between the performance obligations on a relative SSP basis. Revenue from the performance obligations is recognized as follows in product revenue on the condensed consolidated statements of operations and comprehensive loss:

Equipment Bundle: Revenue is recognized over time based on the progress made toward achieving the performance obligation utilizing input methods, including costs incurred. The Company estimated the SSP based on observable pricing of similar performance obligations.

Qualification Kits: Revenue is recognized as control transfers when the qualification kits are shipped. The Company estimated the SSP based on observable pricing of similar performance obligations.

Support Services: Revenue is recognized for the support services over the service period, using an input method based on time. The Company estimated the SSP based on observable pricing of similar performance obligations.

During the three and nine months ended September 30, 2022, the Company recognized no and $0.1 million of revenue pursuant to the Illumina Agreement.

The Company also recognizes revenue for the sale of kits to Illumina under separate contracts

In-process research and development

Acquired in-process research and development("IPR&D") intangible assets are considered indefinite-lived until the completion or abandonment of the associated research and development efforts. During the development phase, these assets are not amortized but are tested for impairment annually or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Once the IPR&D activities are completed, the intangible asset is amortized over its useful life on a straight-line basis.

Goodwill

We recognized goodwill as a result of the Palamedrix acquisition. Goodwill is the difference between the total consideration paid in a business combination and the fair value of the net identifiable assets acquired. Goodwill is not amortized but is tested for impairment on an annual basis and in interim periods if events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. All of the Company's goodwill is assigned to its one operating segment.

Warrant Liabilities

We classify the warrants as liabilities on the condensed consolidated balance sheets as these instruments are precluded from being indexed to our own stock given that the terms allow for a settlement adjustment that does not meet the scope for the fixed-for-fixed exception in ASC 815. Since the warrants meet the definition of a derivative under ASC 815-40, the Company recorded these warrants as long-term liabilities at fair value on the date of the Business Combination, with subsequent changes in their respective fair values recognized within change in fair value of warrant liabilities in the condensed consolidated statements of operations and comprehensive loss at each reporting date.

Earn-Out Liability

As a result of the Business Combination, the Company recognized Earn-Out Shares contingently issuable to former stockholders of Old SomaLogic as a liability in accordance with ASC 815. The liability was included as part of the consideration transferred in the Business Combination and was recorded at fair value. The earn-out liability is remeasured at the end of each reporting period, with the corresponding change in fair value recognized within change in fair value of earn-out liability in the condensed consolidated statements of operations and comprehensive loss at each reporting date.

Recently Issued Accounting Pronouncements

Please refer to Note 2, *Significant Accounting Policies - Recent Accounting Pronouncements*, in "Part I. Financial Information - Item 1. Financial Statements" for a discussion of recent accounting pronouncements and their anticipated effect on our business.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2022. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2022, based on the material weaknesses described below. In light of these material weaknesses, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with U.S. generally accepted accounting principles. Based on such analysis and notwithstanding the identified material weaknesses, management, including our Chief Executive Officer and Chief Financial Officer, believe the consolidated financial statements included in this Quarterly Report on Form 10-Q fairly represent in all material respects our financial condition, results of operations and cash flows at and for the periods presented in accordance with GAAP.

Limitations on the Effectiveness of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Our internal control over financial reporting includes policies and procedures that: (i) pertain to maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; (ii) provide reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with generally accepted accounting principles and that the receipts and expenditures of company assets are made in accordance with our management and directors authorization; and (iii) provide reasonable assurance regarding the prevention of or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

As of September 30, 2022, our management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control – Integrated Framework (2013)", issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment and those criteria, management determined that our internal control over financial reporting was not effective as of September 30, 2022, due to the material weaknesses described below.

Material Weakness

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

In connection with Old SomaLogic's financial statement close process, we identified a material weakness in our internal control over financial reporting for the year ended December 31, 2020 due to ineffective controls over the financial statement close process and lack of sufficient accounting and financial reporting personnel to ensure consistent application of GAAP and compliance with SEC rules and regulations. This material weakness will not be considered remediated until management designs and implements effective controls that operate for a sufficient period of time and management has concluded through testing that these controls are effective. See "Remediation Plan" for details.

Remediation Plan

In response to this material weakness, our management has expended, and will continue to expend, a substantial amount of effort and resources on the remediation and improvement of our internal control over financial reporting. Our management developed a remediation plan, which includes the hiring of additional accounting and finance personnel with technical public company accounting and financial reporting experience, implementing enhanced accounting and financial reporting training, resources and software, and continuing to report regularly to the audit committee on the progress and results of the remediation plan, including the identification, status and resolution of internal control deficiencies. More specifically, while we have processes to properly identify and evaluate the appropriate accounting technical pronouncements and other literature for all significant or unusual transactions, we are improving these processes to ensure that the nuances of such transactions are effectively evaluated in the context of the increasingly complex accounting standards. Our plans at this time include acquiring enhanced access to accounting literature, research materials, software and documents and increased training, reviews and communication among our personnel. Our remediation plan can only be accomplished over time and will be continually reviewed to assess whether we are achieving our objectives. There is no assurance that these initiatives will ultimately have the intended effects.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are party to lawsuits arising in the ordinary course of our business. We cannot predict the outcome of any such lawsuits with certainty, but management believes it is remote that pending or threatened legal matters will have a material adverse impact on our financial condition.

Due to the nature of our business, we are, from time to time, involved in other routine litigation or subject to disputes or claims related to our business activities. In the opinion of our management, none of these other pending litigation, disputes or claims against us, if decided adversely, will have a material adverse effect on our financial condition, cash flows or results of operations.

Item 1A. Risk Factors

Not required for smaller reporting companies.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Default Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

Exhibit Number	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of July 25, 2022, by and among SomaLogic, Merger Sub I, Merger Sub II, Palamedrix, and the Securityholder Representative[#]	8-K	2.1	7/27/2022
31.1*	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
31.2*	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
32.1**	Certifications by Chief Executive Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.			
32.2**	Certifications by Chief Financial Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.			
101.IN*	Inline XBRL Instance Document			
101.SCH*	Inline XBRL Schema Document			
101.CAL*	Inline XBRL Calculation Linkbase Document			
101.LAB*	Inline XBRL Label Linkbase Document			
101.PRE*	Inline XBRL Presentation Linkbase Document			
101.DEF*	Inline XBRL Taxonomy Extension Definition LinkBase Document			
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)			

* Filed herewith.

** Furnished herewith

[#] Schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K, and certain terms were redacted in accordance with Instruction 6 to Item 1.01 of Form 8-K. SomaLogic hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the SEC.

SIGNATURES

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 thereunto duly authorized.

SomaLogic, Inc.

Date: November 14, 2022

By: */s/ Roy Smythe*
Roy Smythe
Chief Executive Officer
(Authorized Officer)

Date: November 14, 2022

By: */s/ Shaun Blakeman*
Shaun Blakeman
Chief Financial Officer
(Principal Financial and Accounting Officer)