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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): **October 5, 2020**



**10x Genomics, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-39035**  
(Commission  
File Number)

**45-5614458**  
(IRS Employer  
Identification No.)

**6230 Stoneridge Mall Road**  
**Pleasanton, California 94588**  
**(925) 401-7300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Not Applicable  
(Former Name or Former Address, If Changes Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, par value \$0.00001 per share	TXG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### **Item 1.01 Entry into a Material Definitive Agreement.**

On October 5, 2020, 10x Genomics, Inc. (the “Company”) entered into an Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) with ReadCoor, Inc., a Delaware corporation (“ReadCoor”), Library Acquisition Corp., a Delaware corporation and direct wholly-owned subsidiary of the Company (“Sub I”), Library Merger Sub, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of the Company (“Sub II”), and Shareholder Representative Services LLC, a Colorado limited liability company, in its capacity as the representative of the securityholders of ReadCoor.

Pursuant to the Merger Agreement, upon the terms and subject to the conditions set forth in the Merger Agreement, the Company will acquire ReadCoor pursuant to a “two-step” merger transaction, whereby Sub I shall merge with and into ReadCoor, with ReadCoor continuing as the surviving entity and becoming a wholly owned subsidiary of the Company (the “First Merger”) and, as a part of the same overall transaction, the surviving entity of the First Merger would merge with and into Sub II, pursuant to which Sub II would continue as the surviving entity and become a wholly-owned subsidiary of the Company (the “Second Merger”, and together with the First Merger, the “Mergers”).

Pursuant to the terms of, and subject to the conditions specified in, the Merger Agreement, upon consummation of the First Merger (the “Closing”), the Company will pay a total consideration of \$350 million in exchange for all outstanding equity interests of ReadCoor, subject to customary purchase price adjustments and holdback arrangements in accordance with the Merger Agreement (the “Merger Consideration”). The Merger Consideration to be paid to the former equityholders of ReadCoor will consist, in the aggregate, of \$100 million in cash (reduced by the amount of any transaction-related expenses, indebtedness and any working capital shortfall of ReadCoor at the Closing) and the balance in shares (the “Stock Consideration”) of the Company’s Class A common stock, par value \$0.00001 per share (the “Company Common Stock”). The number of shares of Company Common Stock to be issued in connection with the Stock Consideration will be calculated based on the daily volume-weighted average price of a share of the Company Common Stock on Nasdaq Global Select Market over the ten (10) consecutive trading day period ended on and including the third trading day immediately prior to the date of the Closing. The Company expects the Closing to occur in October 2020, subject to the satisfaction of customary conditions to the Closing specified in the Merger Agreement.

The Company intends to issue the Company Common Stock in reliance upon the exemptions from registration afforded by Section 4(a)(2) and Rule 506 promulgated under the Securities Act of 1933, as amended (the “Securities Act”). Under the terms of the Merger Agreement, the Company has agreed to file a registration statement on Form S-3 following the Closing covering the resale of the Stock Consideration to be issued to eligible former equityholders of ReadCoor.

The Merger Agreement contains representations, warranties, covenants, closing conditions and indemnities customary for acquisitions of this type. The foregoing descriptions of the Merger Agreement, the Mergers and the other transactions contemplated by the Merger Agreement do not purport to be complete and are qualified in their entirety by the full text of the Merger Agreement, which the Company intends to file as an exhibit to the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2020.

### **Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in Item 1.01 is incorporated herein by reference to the extent responsive to Item 3.02.

### **Item 7.01 Regulation FD Disclosure.**

On October 5, 2020, the Company issued a press release announcing the entry into the Merger Agreement and discussing the Company's recent acquisition of CartaNA AB. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information furnished pursuant to Item 7.01 on this Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

### **Forward-Looking Statements**

Statements in this Current Report on Form 8-K that are not statements of historical fact are forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act, which are subject to the “safe harbor” created by those sections. Such forward-looking statements include, without limitation, statements concerning the expected completion of the transaction contemplated by the Merger Agreement. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negatives of these terms or variations of them or similar terminology. Among the factors that could cause actual results to differ materially from those

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indicated in the forward-looking statements are risks and uncertainties related to the satisfaction of the conditions to the Closing, the potential impact on the business of the Company due to the announcement of the acquisition, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, general economic conditions and the Company's business and financial condition in general, including the risks and uncertainties described under "Risk Factors" in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 27, 2020, and the Company's Quarterly Reports on Form 10-Q filed with the SEC on May 12, 2020 and August 12, 2020, as such risk factors may be updated from time to time in the Company's periodic filings with the SEC. Such Annual Report, Quarterly Reports and the Company's other periodic filings are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release dated October 5, 2020</a>

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### 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 hereunto duly authorized.

10x Genomics, Inc.

By: /s/ Eric S. Whitaker

Name: Eric S. Whitaker

Title: General Counsel

Date: October 5, 2020



***10x Genomics Advances into Emerging Field of In Situ Analysis  
with Two Acquisitions  
Signs Agreement to Acquire ReadCoor; Acquires Sweden's CartaNA AB***

**PLEASANTON, Calif.** October 5, 2020 – Continuing on its mission of mastering biology to advance human health, 10x Genomics, Inc. (Nasdaq: TXG) today announced that it has entered into a definitive agreement to acquire ReadCoor, Inc., developer of foundational *In Situ* technologies, based in Boston, for cash and stock consideration of \$350 million. The announcement follows 10x Genomics' acquisition of Stockholm-based CartaNA AB, developers of *In Situ* RNA analysis technology, in late August.

The two acquisitions will give 10x Genomics comprehensive and foundational intellectual property; key technology advances; and deep talent and expertise in the emerging *In Situ* field. *In Situ* approaches will give scientists the ability to measure large numbers of molecules directly in tissue by capturing the precise location of those molecules at sub-cellular resolution. These approaches are complementary to the company's existing Chromium Single Cell and Visium Spatial platforms. With *In Situ*, 10x Genomics expects to significantly extend its product roadmap to establish the foundation for a third technology platform. In addition to supporting discoveries made by the Chromium and Visium platforms, *In Situ* will broaden the range of customers and enable new translational and clinical applications.

"Our goal has always been to anticipate the frontiers of biology and build products that accelerate science in exponential ways. We believe that *In Situ* approaches will be essential for how biological research and clinical assays will be conducted in the future. After a comprehensive assessment of *In Situ* efforts worldwide, we are thrilled to welcome ReadCoor and CartaNA to the 10x team," said Serge Saxonov, co-founder and CEO of 10x Genomics. "Both companies have made significant technical advances, which will serve as a powerful foundation for future product development at 10x. We look forward to joining forces to help our customers make amazing new discoveries to advance human health."

"We conceived of *In Situ* approaches early on as the best way to perform genomic analysis and develop powerful clinical applications. Since then we have been innovating and building out an extensive range of capabilities to bring those ideas to reality and transform the world of biomedicine," said Richard Terry, founder and CEO of ReadCoor. "We have followed and been impressed with 10x Genomics for years and look forward to combining forces as we execute on a shared vision."

"Our team has been focused on developing *In Situ* technologies for a number of years, starting with work at Stockholm University and Karolinska Institute," said Malte Kuhnemund, co-founder and EVP of R&D at CartaNA. "We are thrilled to join 10x and become a part of their Swedish research center in Stockholm as we continue to build and deliver products for scientists around the globe."

ReadCoor was spun out of George Church's lab at Harvard University and CartaNA came out of work from Mats Nilsson's SciLife Lab at Stockholm University. In connection with the acquisitions, George Church and Mats Nilsson will become scientific advisors to 10x Genomics.

As a result of these transactions, 10x Genomics will acquire over 110 patents and applications that cover multiple foundational *In Situ* analysis approaches. These add to its already comprehensive patent portfolio of over 825 issued patents and applications. 10x will fund both transactions with a combination of cash from its balance sheet as well as stock. The company expects to provide further details on the market opportunity and product strategy at a later date.

The company expects the ReadCoor acquisition to be completed later this month subject to ReadCoor shareholder approval and customary closing conditions. Goldman Sachs & Co. LLC is acting as financial advisor to ReadCoor. The CartaNA acquisition has been fully completed.

**About 10x Genomics**

10x Genomics is a life science technology company building products to interrogate, understand and master biology to advance human health. The company's integrated solutions include instruments, consumables and software for analyzing biological systems at a resolution and scale that matches the complexity of biology. 10x Genomics products have been adopted by researchers around the world including 97 of the top 100 global research institutions and 19 of the top 20 global pharmaceutical companies, and have been cited in over 1,750 research papers on discoveries ranging from oncology to immunology and neuroscience. The company's patent portfolio comprises more than 825 issued patents and patent applications.

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 as contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negatives of these terms or variations of them or similar terminology. These forward-looking statements include statements concerning the expected completion of 10x Genomics, Inc.'s acquisition of ReadCoor, Inc. These statements are based on management's current expectations, forecasts, beliefs, assumptions and information currently available to management, and actual outcomes and results could differ materially from these statements due to a number of factors. These and additional risks and uncertainties that could affect 10x Genomics, Inc.'s financial and operating results and cause actual results to differ materially from those indicated by the forward-looking statements made in this press release include those discussed under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in the documents 10x Genomics, Inc. files with the Securities and Exchange Commission from time to time. The forward-looking statements in this press release are based on information available to 10x Genomics, Inc. as of the date hereof, and 10x Genomics, Inc. disclaims any obligation to update any forward-looking statements provided to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based, except as required by law. These forward-looking statements should not be relied upon as representing 10x Genomics, Inc.'s views as of any date subsequent to the date of this press release.

**Disclosure Information**

10x Genomics uses filings with the Securities and Exchange Commission, its website ([www.10xgenomics.com](http://www.10xgenomics.com)), press releases, public conference calls, public webcasts and its social media accounts as means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

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