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

FORM 8-K

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

Date of Report (Date of earliest event reported): November 24, 2026

Personalis, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-38943**	**27-5411038**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

6600 Dumbarton Circle **Fremont, California**	**94555**
(Address of Principal Executive Offices)	**(Zip Code)**

(650) 752-1300
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	PSNL	The Nasdaq Global Market

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

Emerging growth company ☐

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

Item 8.01 Other Events

As previously disclosed, on July 20, 2026, Personalis, Inc., a Delaware corporation ("***Personalis***"), entered into an Agreement and Plan of Merger (the "***Merger Agreement***") by and among Personalis, Tempus AI, Inc., a Nevada corporation ("***Tempus***"), Aviary Development, Inc., a Delaware corporation and a wholly-owned subsidiary of Tempus ("***Merger Sub I***") and Toucan Development, LLC, a Nevada limited liability company and a wholly-owned subsidiary of Tempus ("***Merger Sub II***"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions therein, (a) Merger Sub I will be merged with and into Personalis (the "***First Merger***"), with Personalis surviving the First Merger as a wholly-owned subsidiary of Tempus (the "***First Surviving Corporation***"), and (b) as part of the same overall transaction, immediately after the First Merger, the First Surviving Corporation will merge with and into Merger Sub II, with Merger Sub II surviving as a wholly-owned subsidiary of Tempus. Capitalized terms used in this Current Report on Form 8-K but not otherwise defined have the meaning set forth in the Merger Agreement.

Pursuant to Section 2.9 of the Merger Agreement, on November 24, 2026, Tempus notified Personalis of its determination to make a Parent Cash Election. Specifically, Tempus determined that the Cash Share Number is equal to 36,923,077 shares of common stock, $0.0001 par value per share, of Personalis ("***Personalis Common Stock***") and, accordingly, that the aggregate amount of the Cash Consideration will be approximately $600 million assuming there are 108,740,631 shares of Personalis Common Stock issued and outstanding immediately prior to the Effective Time and that no demands for appraisal are perfected with respect to shares of Personalis Common Stock. The Cash Share Number is subject to automatic reduction (which, if applicable, would result in a corresponding increase in the share portion of the Merger Consideration) in accordance with Section 2.9 of the Merger Agreement to the extent necessary to satisfy the Reorg Threshold, determined using the Closing Date Parent Trading Price.

The Parent Cash Election is irrevocable. Because the Parent Cash Election has been made, at the Effective Time, each share of Personalis Common Stock issued and outstanding immediately prior to the Effective Time (other than the Cancelled Shares and the Dissenting Shares) ("***Eligible Shares***") will be converted automatically into the right of the holder thereof to receive:

- (i) an amount equal to $16.25 per share in cash, without interest (which may include a fraction of a share and, in that context, will be rounded to the nearest four decimal places), in respect of that number of Eligible Shares of such holder (which, for the avoidance of doubt, may include a fraction of an Eligible Share and, in that context, shall be rounded to the nearest four decimal places) equal to the product obtained by *multiplying* (x) the number of Eligible Shares held by such holder *by* (y) a fraction (the "***Cash Consideration Fraction***"), the numerator of which is the Cash Share Number and the denominator of which is the total number of shares of Company Common Stock issued and outstanding as of immediately prior to the Effective Time (other than Cancelled Shares) and (ii) a number of validly issued, fully paid and nonassessable shares of Tempus Class A Common Stock, equal to the Exchange Ratio for the holder's remaining shares;
- cash in lieu of any fractional shares of Tempus Class A Common Stock, calculated based on the Tempus Stock Price, without any separately bargained-for consideration; and
- such amounts, if any, of post-closing distributions payable in respect of the Tempus Class A Common Stock issuable in the First Merger.

Absent any adjustment to the Cash Share Number under Section 2.9 of the Merger Agreement, the Cash Consideration Fraction is expected to be approximately 0.385815 being the Cash Share Number of 36,923,077 *divided by* 95,701,564, being the estimated number of shares of Personalis Common Stock issued and outstanding immediately prior to the Effective Time, excluding the estimated number of Cancelled Shares. The actual Cash Consideration Fraction and the Exchange Ratio will be calculated by the parties prior to closing in accordance with the Merger Agreement.

The closing of the transaction is subject to the adoption of the Merger Agreement by Personalis stockholders and other customary closing conditions.

Forward-Looking Statements

This communication relates to a proposed business combination transaction between Tempus and Personalis. This communication includes forward-looking statements within the meaning of federal securities laws. Forward-looking statements relate to the estimated Cash Election Fraction for the proposed transaction. These forward-looking statements generally can be identified by phrases such as "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "predicts," "potential," "continue," "foresees," "forecasts," "estimates" or other words or phrases of similar import. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of the combined company or the price of Tempus' common shares or Personalis' stock. Therefore, you should not place undue reliance on any such statements and caution must be exercised in relying on forward-looking statements. These forward-looking statements involve certain risks and uncertainties, many of which are beyond the parties' control, that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to: the possibility that stockholders of Personalis may not approve the merger agreement; the risk that a condition to closing of the proposed transaction may not be satisfied (or waived), that either party may terminate the merger agreement or that the closing of the transaction might be delayed or not occur at all; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transaction; the diversion of management time on transaction-related issues; the response of competitors to the proposed transaction; the ultimate timing, outcome and results of integrating the operations of Tempus and Personalis; the effects of the business combination of Tempus and Personalis, including the combined company's future financial condition, results of operations, strategy and plans; regulatory approval and clearances of the transaction; the fact that operating costs and business disruption may be greater than expected following the public announcement or consummation of the proposed transaction; the significant costs associated with the proposed transaction; potential litigation relating to the proposed transaction; restrictions during the pendency of the proposed transaction that may impact the ability of Tempus and/or Personalis to pursue certain business opportunities or strategic transactions; the ability of the combined company to realize anticipated synergies in the timeframe expected or at all; changes in capital markets and the ability of the combined company to finance operations in the manner expected; legislative, regulatory and economic developments affecting the businesses of Tempus and Personalis; general economic and market developments and conditions; the evolving legal, regulatory and tax regimes under which Tempus and Personalis operate; unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Tempus' or Personalis' response to any of the aforementioned factors. These risks, as well as other risks related to the proposed transaction, was included in the registration statement on Form S-4 and proxy statement/prospectus that are filed with the Securities and Exchange Commission ("***SEC***") in connection with the proposed transaction. While the list of factors presented here is, and the list of factors to be presented in the registration statement on Form S-4 are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to Tempus' and Personalis' respective periodic reports and other filings with the SEC, including the risk factors identified in Tempus' most recent Quarterly Reports on Form 10-Q and Annual Report on Form 10-K and Personalis' most recent Quarterly Report on Form 10-Q and Annual Report on Form 10-K. The forward-looking statements included in this communication are made only as of the date hereof. Neither Tempus nor Personalis undertakes any obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

Additional Information and Where to Find It

In connection with the proposed merger, Tempus filed with the SEC a registration statement on Form S-4 which includes a document that serves as a prospectus of Tempus and a proxy statement of Personalis (the "***proxy statement/prospectus***"). Tempus, Personalis and certain of their respective affiliates jointly filed a transaction statement on Schedule 13E-3 (the "***Schedule 13E-3***") with the SEC. The registration statement was declared effective by the SEC on October 21, 2026, and the definitive proxy statement/prospectus was mailed to the stockholders of Personalis on or about October 21, 2026. This communication is not a substitute for the registration statement, the proxy statement/prospectus, the Schedule 13E-3 or any other document that Personalis or Tempus may file with the SEC with respect to the proposed business combination.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4 AND THE RELATED PROXY STATEMENT/PROSPECTUS, THE SCHEDULE 13E-3 AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR MAY BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER, IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TEMPUS, PERSONALIS AND THE PROPOSED MERGER.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from Tempus at its website, www.tempus.com, or from Personalis at its website, www.personalis.com. Documents filed with the SEC by Tempus will be available free of charge by accessing Tempus's website at https://investors.Tempus.com/financials/sec-filings, under the heading SEC Filings, or, alternatively, by contacting Tempus's Corporate Secretary at Tempus AI, Inc., 600 West Chicago Avenue, Suite 510, Chicago, Illinois 60654, and documents filed with the SEC by Personalis will be available free of charge by accessing the Personalis' website at www.personalis.com under the heading Investor or, alternatively, by contacting Personalis' Investor Relations department at investors@personalis.com.

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.

Personalis, Inc.

Date: November 25, 2026

By: /s/ Chris Hall
Name: Chris Hall
Title: Chief Executive Officer