

**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): October 2, 2026

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

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38943
(Commission
File Number)

27-5411038
(IRS Employer
Identification No.)

6600 Dumbarton Circle
Fremont, California
(Address of Principal Executive Offices)

94555
(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**” or the “**Company**”), entered into an Agreement and Plan of Merger (the “**Merger Agreement**”) with Tempus AI, Inc., a Nevada corporation (“**Tempus**” or “**Parent**”), Aviary Development, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent (“**Merger Sub I**”), and Toucan Development, LLC, a Nevada limited liability company and a direct, wholly owned subsidiary of Parent (“**Merger Sub II**”). The Merger Agreement provides that, on the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub I will merge with and into the Company (the “**First Merger**”), with the Company surviving the First Merger as a direct, wholly owned subsidiary of Parent, and immediately thereafter, the Company will merge with and into Merger Sub II (the “**Second Merger**” and, together with the First Merger, the “**Mergers**”), with Merger Sub II surviving as a direct, wholly owned subsidiary of Parent. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Merger Agreement. In connection with the Merger Agreement, Tempus filed with the U.S. Securities and Exchange Commission (the “**SEC**”) a preliminary Registration Statement on Form S-4 on August 31, 2026 and Amendment No. 1 thereto on October 2, 2026, each of which includes a proxy statement of the Company and a prospectus of Tempus.

Expiration of HSR Waiting Period

Consummation of the Mergers is subject to customary closing conditions, including, but not limited to, the expiration or early termination of the waiting period applicable to the consummation of the Mergers under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended and the rules and regulations promulgated thereunder (the “**HSR Act**”). Pursuant to the Merger Agreement, the Company and Parent each filed a Premerger Notification and Report Form under the HSR Act with the Antitrust Division of the U.S. Department of Justice and the U.S. Federal Trade Commission with respect to the Mergers on July 31, 2026. On August 31, 2026, Parent voluntarily withdrew its Notification and Report Form, and Parent refiled its Notification and Report Form on September 2, 2026, which started a new statutory thirty (30)-day waiting period under the HSR Act. The waiting period applicable to the Mergers under the HSR Act expired at 11:59 p.m., Eastern time, on October 2, 2026.

The closing of the Mergers is subject to receipt of the Company Stockholder Approval at the Company Stockholders Meeting and satisfaction or waiver of the other closing conditions specified in the Merger Agreement. The Company Stockholders Meeting to consider and vote on, among other matters, the adoption of the Merger Agreement will be held virtually on a date and at a time to be determined and announced.

About Personalis, Inc.

At Personalis, we are transforming the active management of cancer through breakthrough personalized testing. We aim to drive a new paradigm for cancer management, guiding care throughout the patient journey. Our highly sensitive assays combine tumor-and-normal profiling with proprietary algorithms to deliver advanced insights even as cancer evolves over time. Our products are designed to detect minimal residual disease (MRD) and recurrence at the earliest timepoints, enable the selection of targeted therapies based on ultra-comprehensive genomic profiling, and enhance biomarker strategy for drug development. Personalis is based in Fremont, California. To learn more, visit www.personalis.com and connect with us on LinkedIn and X (Twitter).

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 future events and anticipated results of operations, business strategies, the anticipated benefits of the proposed transaction, the anticipated impact of the proposed transaction on the combined company’s business and future financial and operating results, the expected amount and timing of synergies from the proposed transaction, the anticipated closing date for the proposed transaction and other aspects of our operations or operating results. 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 stock or the Company's common 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 the Company may not approve the Merger Agreement; the risk that a condition to closing of the 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 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 the Company; the effects of the business combination of Tempus and Personalis, including the combined company's future financial condition, results of operations, strategy and plans; the fact that operating costs and business disruption may be greater than expected following the public announcement or consummation of the 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 business 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, are included in the preliminary Registration Statement on Form S-4 and proxy statement/prospectus initially filed with the SEC on August 31, 2026, as amended by Amendment No. 1 filed on October 2, 2026. While the list of factors presented here is, and the list of factors presented in the registration statement on Form S-4 is, 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 the Company's most recent Quarterly Reports 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

Tempus filed with the SEC a preliminary Registration Statement on Form S-4 on August 31, 2026 and Amendment No. 1 thereto on October 2, 2026, each of which includes a document that serves as a prospectus of Tempus and a proxy statement of the Company (the "**proxy statement/prospectus**"). Tempus, the Company and certain of their respective affiliates jointly filed a Rule 13e-3 Transaction Statement on Schedule 13E-3 (the "**Schedule 13E-3**") with the SEC on August 31, 2026 and Amendment No. 1 thereto on October 2, 2026. After the registration statement has been declared effective by the SEC, the definitive proxy statement/prospectus will be sent to the stockholders of the Company seeking their approval of the transaction-related proposals. This communication is not a substitute for the registration statement, the proxy statement/prospectus, the Schedule 13E-3 or any other document that the Company 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, AS AMENDED, AND THE RELATED PRELIMINARY PROXY STATEMENT/PROSPECTUS, AS AMENDED, THE SCHEDULE 13E-3, AS AMENDED, AS WELL AS ANY FURTHER AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER, WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TEMPUS, THE COMPANY 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 the Company 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 the Company will be available free of charge by accessing the Company's website at www.personalis.com under the heading Investor Relations or, alternatively, by contacting the Company's Investor Relations department at investors@personalis.com.

Participants in the Solicitation

Tempus, the Company and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed merger under the rules of the SEC. Information regarding the Company's directors and certain of its executive officers, including a description of their direct or indirect interests, by security holdings or otherwise, can be found in (i) the Registration Statement on Form S-4 and the preliminary proxy statement/prospectus, as amended, which were initially filed with the SEC by Tempus on August 31, 2026 and amended on October 2, 2026, and (ii) under the captions "*Security Ownership of Certain Beneficial Owners and Management*," "*Executive Compensation*," and "*Director Compensation*" contained in the Company's definitive proxy statement on Schedule 14A for the Company's 2026 annual meeting of stockholders, which was filed with the SEC on April 2, 2026.

No Offer or Solicitation

This communication is not intended to be, and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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.

Personalis, Inc.

Dated: October 6, 2026

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