

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) August 29, 2023

SEQLL INC.

(Exact name of registrant as specified in charter)

Delaware

(State or other Jurisdiction of  
Incorporation or Organization)

001-40760

(Commission File Number)

46-5319744

(IRS Employer  
Identification No.)

3 Federal Street  
Billerica, Massachusetts

(Address of Principal Executive Offices)

01821

(zip code)

(781) 460-6016

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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, par value \$.00001 per share	SQL	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	SQLLW	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 29, 2023, SeqLL Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Third Amended and Restated Certificate of Incorporation to (i) effect a reverse stock split of its issued common stock, par value \$.00001 per share (“Common Stock”), in the ratio of one-for-40 (the “Reverse Stock Split”) to be effective at 11:59 p.m., eastern time, on August 30, 2023, and (ii) to increase the authorized capital stock of the Company to 320,000,000 shares, of which 300,000,000 shares shall be Common Stock, and 20,000,000 shares shall be Preferred Stock (the “Capital Stock Increase”). The Common Stock will begin trading on a split-adjusted basis at the market open on August 31, 2023.

The Reverse Stock Split and the Capital Stock Increase were previously approved by the Company’s Board of Directors and the Company’s stockholders. No fractional shares will be issued as a result of the Reverse Stock Split. Instead, any fractional shares that would have resulted from the Reverse Stock Split will be rounded up to the nearest whole number. The Reverse Stock Split affects all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s outstanding Common Stock, except for adjustments that may result from the treatment of fractional shares. The number of authorized shares of Common Stock of the Company was not changed solely as a result of the Reverse Stock Split.

The above description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

On August 30, 2023, the Company issued a press release announcing the filing of the Certificate of Amendment, the Reverse Stock Split and the Capital Stock Increase, a copy of which is attached hereto as Exhibit 99.1.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation filed August 29, 2023</a>
99.1	<a href="#">Press Release dated August 30, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

Date: August 30, 2023

**SEQLL INC.**

By: /s/ Daniel Jones

Name: Daniel Jones

Title: Chief Executive Officer

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SEQLL INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2023, AT 10:33 O`CLOCK A.M.



5510849 8100  
SR# 20233365385

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204056742  
Date: 08-29-23

**CERTIFICATE OF AMENDMENT OF THE  
THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SEQLL INC.**

**Pursuant to Section 242 of the  
Delaware General Corporation Law**

**SEQLL INC.** (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

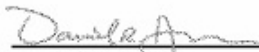
1. The name of the Corporation is SeqLL Inc. The Corporation's Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on April 3, 2014 (the "Original Certificate"). An Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on April 14, 2014 (the "Amended and Restated Certificate of Incorporation"). A Second Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on February 18, 2016 (the "Second Amended and Restated Certificate of Incorporation"). A Third Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on August 27, 2021 (the "Third Amended and Restated Certificate of Incorporation").
2. This Amendment to the Third Amended and Restated Certificate of Incorporation amends the Third Amended and Restated Certificate of Incorporation of the Corporation.
3. This Amendment to the Third Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of a majority of the stock entitled to vote at a meeting of stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "DGCL").
4. Paragraph A of Article IV of the Third Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced in its entirety with the following:

**"A. Classes of Stock and Authorized Shares.** The Corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock, par value \$0.00001 per share (the "Common Stock"), and Preferred Stock, par value \$0.00001 per share (the "Preferred Stock"). The total number of shares which the Corporation is authorized to issue is Three Hundred Twenty Million (320,000,000) shares, of which Three Hundred Million (300,000,000) shares shall be Common Stock, and Twenty Million (20,000,000) shares shall be Preferred Stock."
5. The Third Amended and Restated Certificate of Incorporation is hereby amended by changing Article IV, so that, as amended, the following Section D shall be added after Section C:

“D. **Reverse Stock Split.** Effective at 11:59 p.m., Eastern Time, on August 30, 2023 (the “Reverse Split Effective Time”), every forty (40) shares of Common Stock issued and outstanding or held by the Corporation as treasury shares as of the Reverse Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of Common Stock, without effecting a change to the par value per share of Common Stock, subject to the treatment of fractional interests as described below (the “Reverse Split”). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the combination effected by the preceding sentence. In lieu of any fractional shares, the Corporation will issue to stockholders of record who would otherwise be entitled to receive a fractional share because the number of shares of Common Stock they hold of record before the Reverse Split is not evenly divisible by the Reverse Split ratio that number of shares of Common Stock as rounded up to the nearest whole share. No stockholders will receive cash in lieu of fractional shares. As of the Split Effective Time and thereafter, a certificate(s) representing shares of Common Stock prior to the Reverse Split is deemed to represent the number of post-Reverse Split shares into which the pre-Reverse Split shares were reclassified and combined. The Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock of the Corporation and all references to such Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Common Stock shall be deemed to be references to the Common Stock or options or rights to purchase or acquire shares of Common Stock, as the case may be, after giving effect to the Reverse Split.”

IN WITNESS WHEREOF, SeqLL Inc. has caused this Amendment to the Third Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of this 29th day of August, 2023.

**SEQLL INC.**

By:   
Name: Daniel Jones  
Title: Chief Executive Officer

## SeqLL to Conduct 1-for-40 Reverse Stock Split

BILLERICA, Mass., August 30, 2023 -- SeqLL Inc. ("SeqLL" or the "Company") (Nasdaq: SQL, SQLLW), a technology company providing life sciences instrumentation and research services, today announced that it will conduct a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-40. The reverse stock split will become effective at 11:59 p.m. Eastern Time, on August 30, 2023. The Company's common stock will begin trading on a post-split basis at the market open on August 31, 2023, under the Company's existing trading symbol "SQL". The reverse stock split is part of the Company's plan to regain compliance with the Minimum Bid Price Requirement of \$1.00 per share required to maintain continued listing on The Nasdaq Capital Market, among other benefits.

The reverse stock split was approved by the Company's stockholders at a Special Meeting of Stockholders held on August 21, 2023, to be effected in the Board's discretion within approved parameters. The final ratio was approved by the Company's Board on August 28, 2023.

The reverse stock split reduces the number of shares of the Company's issued and outstanding common stock from approximately 13,886,379 shares to approximately 347,160 shares, subject to adjustment due to fractional shares. As a result of the reverse stock split, proportionate adjustments will be made to the number of shares of the Company's common stock underlying the Company's outstanding equity awards and warrants and the number of shares issuable under the Company's equity incentive plans and other existing agreements, as well as the applicable exercise prices. The number of authorized shares of common stock will also be increased from 80,000,000 to 300,000,000 shares.

### Information for SeqLL Stockholders

As a result of the reverse stock split, every 40 pre-split shares of common stock outstanding will become one share of common stock. The Company's transfer agent, Vstock Transfer, LLC, will serve as the exchange agent for the reverse stock split.

Registered stockholders holding pre-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the reverse stock split, subject to each broker's particular processes, and will not be required to take any action in connection with the reverse stock split. Stockholders holding shares of the Company's common stock in certificate form will receive a transmittal letter from the Company with instructions as soon as practicable after the effective date.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive fractional shares will receive one share in lieu of such fractional shares.

### About SeqLL Inc.

SeqLL is a technology company providing life sciences instrumentation and research services in collaborative partnerships aimed at the development of novel scientific assets and intellectual property across multiple "omics" fields. The Company leverages its expertise with the True Single Molecule Sequencing ("tSMS®") platform to empower scientists and researchers with improved genetic tools to better understand the molecular mechanisms of disease that is essential to the continued development of new breakthroughs in genomic medicine, and that hopefully address the critical concerns involved with today's precision medicine.

### Forward Looking Statements

This press release contains certain forward-looking statements. Forward-looking statements are based on the Company's current expectations and assumptions. The Private Securities Litigation Reform Act of 1995 provides a safe-harbor for forward-looking statements. These statements may be identified by the use of forward-looking expressions, including, but not limited to, "expect," "anticipate," "intend," "plan," "believe," "estimate," "potential," "predict," "project," "should," "would" and similar expressions and the negatives of those terms. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this presentation. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from those in the forward-looking statements are set forth in the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2022 under the caption "Risk Factors."

### Contacts:

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