

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): May 31, 2024 (May 30, 2024)

Talis Biomedical Corporation

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-40047  
(Commission File Number)

46-3122255  
(IRS Employer  
Identification No.)

1375 West Fulton Market  
Suite 700  
Chicago, Illinois  
(Address of Principal Executive Offices)

60607  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 433-3000

(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:

- 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	TLIS	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.

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

In March 2024, the Company terminated a previously filed registration statement on Form S-3 (the “Demand Registration Statement”) as the Company was no longer eligible to register securities on Form S-3. On March 25, 2024, the Company entered into a Waiver of Registration Rights (the “Waiver Agreement”) with Baker Brothers Life Sciences L.P. and 667, L.P. (the Baker Funds) to obtain a waiver of the registration rights relating to all of these securities previously registered for resale by the Demand Registration Statement for a period of thirty (30) days.

On April 29, 2024, the Baker Funds agreed to extend the Waiver Agreement through May 27, 2024 (“Amendment to the Waiver Agreement”).

On May 30, 2024, the Baker Funds agreed to further extend the Waiver Agreement through June 26, 2024 (“Amendment No. 2 to the Waiver Agreement”), effective as of May 25, 2024.

The foregoing summary of Amendment No. 2 to the Waiver Agreement does not purport to be complete and is qualified in its entirety by Amendment No. 2 to the Waiver Agreement filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#">Waiver of Registration Rights entered into as of May 30, 2024 by and between the Registrant and Baker Brothers Life Sciences L.P. and 667, L.P.</a>
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document)

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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.

Date: May 31, 2024

By: /s/ Robert J. Kelley  
Robert J. Kelley  
*Chief Executive Officer*

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Amendment No. 2 to Waiver of Registration Rights

This Amendment No. 2 to Waiver of Registration Rights (this “Amendment”) is entered into as of the date set forth on the signature page hereto between Talis Biomedical Corporation, a Delaware corporation (the “Company”), and the undersigned holders of shares of capital stock of the Company (the “Stockholders”).

The parties entered into that certain Waiver of Registration Rights dated March 25, 2024, as amended by that certain Amendment to Waiver of Registration Rights dated April 29, 2024 (collectively, the “Waiver”). The parties desire to extend the term of the Waiver by an additional thirty (30) days.

The parties thereby agree as follows:

1. Section 1 of the Waiver is hereby amended and restated in its entirety as follows:

Upon the execution of this Waiver of Registration Rights by the Company and the undersigned Stockholders, and pursuant to Section 3.1 of the Registration Rights Agreement, the undersigned Stockholders hereby waive their registration rights pursuant to Sections 2.1(a) and 2.1(b) of the Registration Rights Agreement with respect to all Registrable Securities beneficially owned by the Stockholders under the Registration Rights Agreement through and including June 26, 2024.

2. The parties acknowledge and agree that by signing below, the parties agree to treat the Waiver as if it has been in full force and effect since March 25, 2024.
3. Except as modified by this Amendment, all other terms and conditions of the Waiver remain in full force and effect. Capitalized terms used but not defined herein have the meanings ascribed to them in the Waiver.
4. This Amendment may be executed in several counterparts, and all such counterparts will constitute one agreement, binding on all of the parties hereto.
5. This Amendment binds the undersigned and their respective successors, heirs, personal representatives, and assigns.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties have executed this Amendment No. 2 to Waiver of Registration Rights effective as of May 30, 2024.

**TALIS BIOMEDICAL CORPORATION**

By: /s/ Robert J. Kelley  
Robert J. Kelley  
Chief Executive Officer

**BAKER BROTHERS LIFE SCIENCES L.P.**

By: BAKER BROS. ADVISORS LP, management company and investment adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted to it by Baker Brothers Life Sciences Capital, L.P., general partner to BAKER BROTHERS LIFE SCIENCES, L.P., and not as the general partner

By: /s/ Scott Lessing  
Scott Lessing  
President

**667, L.P.**

By: BAKER BROS. ADVISORS LP, management company and investment adviser to 667, L.P., pursuant to authority granted to it by Baker Biotech Capital, L.P., general partner to 667, L.P., and not as the general partner

By: /s/ Scott Lessing  
Scott Lessing  
President

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