

FLUIDIGM CORP
Form 4
February 17, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EuclidSR Partners, L.P.

(Last) (First) (Middle)

45 ROCKEFELLER PLAZA,
SUITE 1410

(Street)

NEW YORK, NY 10111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLUIDIGM CORP [FLDM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽¹⁾ | 47,400 A <u>(2)</u> 47,400 | I | See Footnotes <u>(3)</u> <u>(4)</u> | |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 320,063 A <u>(2)</u> 367,463 | I | See Footnotes <u>(3)</u> <u>(4)</u> | |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 66,991 A <u>(2)</u> 434,454 | I | See Footnotes <u>(3)</u> <u>(4)</u> | |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽¹⁾ | 47,400 A <u>(2)</u> 481,854 | I | See Footnotes | |

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| | | | | | | | | | |
|--------------|------------|------------|------------------|---------|---|------------|---------|---|----------------------------------|
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 320,063 | A | <u>(2)</u> | 801,917 | I | (4) (6) See Footnotes (4) (6) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 66,991 | A | <u>(2)</u> | 868,908 | I | See Footnotes (4) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Series E Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 47,400 | <u>(7)</u> <u>(7)</u> | Common Stock | 47,400 |
| Series C Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 320,063 | <u>(8)</u> <u>(8)</u> | Common Stock | 320,063 |
| Series D Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 66,991 | <u>(8)</u> <u>(8)</u> | Common Stock | 66,991 |
| Series E Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 47,400 | <u>(7)</u> <u>(7)</u> | Common Stock | 47,400 |
| Series C Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 320,063 | <u>(8)</u> <u>(8)</u> | Common Stock | 320,063 |
| Series D Preferred Stock | <u>(2)</u> | 02/15/2011 | 02/15/2011 | C | 66,991 | <u>(8)</u> <u>(8)</u> | Common Stock | 66,991 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EuclidSR Partners, L.P. 45 ROCKEFELLER PLAZA, SUITE 1410 NEW YORK, NY 10111 | | X | | |
| EuclidSR Biotechnology Partners, L.P. 45 ROCKEFELLER PLAZA, SUITE 1410 NEW YORK, NY 10111 | | X | | |

Signatures

/s/ William Smith,
attorney-in-fact

02/16/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of Common Stock issued upon conversion of shares of Series E Preferred Stock on a 1-for-1.300053676865 basis.
- (2) Not applicable.
- (3) EuclidSR Partners, L.P., is the record holder of the securities reported.
These securities are owned of record by EuclidSR Partners, L.P., for which voting and investment power is shared by Graham D.S. Anderson, Milton J. Pappas, Stephen K. Reidy and Raymond J. Whitaker, each of whom is a general partner of EuclidSR Associates, L.P., the general partner of EuclidSR Partners, L.P. Raymond J. Whitaker, a member of the Board of Directors of the Issuer, and each of the other general partners of EuclidSR Associates, L.P. disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Represents shares of Common Stock issued upon the conversion of shares of Series C Preferred Stock or Series D Preferred Stock on a 1-for-1 basis.
- (6) EuclidSR Biotechnology Partners, L.P. is the record holder of the securities reported.
- (7) Each share of Series E Preferred Stock automatically converted into 1.300053676865 share of Common Stock on February 15, 2011, the closing date of the Issuer's initial public offer (the "Closing) and has no expiration date.
- (8) Each share of Series C Preferred Stock or Series D Preferred Stock automatically converted into one share of Common Stock on the Closing and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.