

FLUIDIGM CORP  
Form 8-K  
January 11, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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)**

**January 5, 2017**

**FLUIDIGM CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34180**  
**(Commission**  
  
**File Number)**

**77-0513190**  
**(IRS Employer**  
  
**Identification No.)**

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**7000 Shoreline Court, Suite 100**

**South San Francisco, California 94080**

**(Address of principal executive offices, including zip code)**

**(650) 266-6000**

**(Registrant's telephone number, including area code)**

**(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 Instruction 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 5, 2017, the Board of Directors (the Board ) of Fluidigm Corporation (the Company ) adopted the Fluidigm Corporation 2017 Inducement Award Plan (the Inducement Plan ) and reserved 2,000,000 shares of the Company s common stock for issuance pursuant to equity awards granted under the Inducement Plan.

The Inducement Plan was adopted without stockholder approval pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules. The Inducement Plan provides for the grant of equity-based awards, including nonstatutory stock options, restricted stock units, restricted stock, stock appreciation rights, performance shares and performance units, and its terms are substantially similar to the Company s 2011 Equity Incentive Plan, including with respect to treatment of equity awards in the event of a merger or change in control as defined under the Inducement Plan, but with such other terms and conditions intended to comply with the NASDAQ Inducement Award exception. In accordance with Rule 5635(c)(4) of the Nasdaq Listing Rules, awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company (or following such individuals bona fide period of non-employment with the Company), as an inducement material to the individuals entry into employment with the Company or in connection with a merger or acquisition, to the extent permitted by Rule 5635(c)(3) of the Nasdaq Listing Rules.

Copies of the Inducement Plan and related form agreements under the Inducement Plan are attached as Exhibit 10.1 hereto and incorporated by reference herein. The above description of the Inducement Plan does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
<b>10.1</b>	Fluidigm Corporation 2017 Inducement Award Plan and related form agreements.

**SIGNATURE**

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.

**FLUIDIGM CORPORATION**

Date: January 11, 2017

By: /s/ Nicholas Khadder  
Nicholas Khadder  
Senior Vice President, Legal Affairs, General  
Counsel, Chief Compliance Officer and Secretary

**EXHIBIT INDEX**

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