(Last)

(Street)
NEW YORK

17TH FLOOR

(First)

NY

595 MADISON AVENUE

(Middle)

10022

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5 | STATEMENT OF CHA        |
|--|-------------------------|
| obligations may continue. See Instruction 1(b).                        | Filed pursuant to Secti |

## TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>LEVIN CAPITAL STRATEGIES, L.P.</u>  |                         |                        |               |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUIDIGM CORP [ FLDM ] |  |                                   |                            |  |                  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner  |   |                        |  |  |    |  |   |  |  |
|---|-------------------------|------------------------|---------------|---|---|--|-----------------------------------|----------------------------|--|------------------|---|--|---|------------------------|--|--|----|--|---|--|--|
| (Last) (First) (Middle) 595 MADISON AVENUE 17TH FLOOR   |                         |                        |               |   | 3. Date of Earliest Transaction (Month/Day/Year) 12/12/2018               |  |                                   |                            |  |                  |   | Officer (give title X Other (specify below)  Passive Investor  |   |                        |  |  |    |  |   |  |  |
| (Street) NEW YORK NY 10022  |                         |                        | - 4.<br>-     | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |   |  |                                   |                            |  |                  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X  Form filed by More than One Reporting Person |   |                        |  |  |    |  |   |  |  |
| (City)  | (                       | State)                 |               | Zip)<br>  | Non-Deriv   | vativ  | e Sec                             | uritios                    | Α.ς.   | uired            | Die   | nosed (  | of or l   | Renefic                | ially O  | )wne   | Н  |  |   |  |  |
| 1. Title of Security (Instr. 3)   |                         | 2. Transaction<br>Date |               | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   | 3.<br>Trai   | 3.<br>Transaction<br>Code (Instr. |                            | Disposed of, or Benefic  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                                   |                        | 7. Nature of<br>Indirect Beneficial<br>Ownership (Instr.<br>4) |  |    |  |   |  |  |
|   |                         |                        |               |   |   |  |                                   |                            | Cod  | de V             | Amo   | ount   | (A) or<br>(D)   | Price                  | Transaction(s)<br>(Instr. 3 and 4)                             |  |    |  |   |  |  |
| Common  | Stock <sup>(1)(2)</sup> |                        |               |   | 12/12/201   | 18   |                                   |                            | P  |                  | 43  | 5,269 <sup>(7)</sup>   | A   | \$6.75                 | 10,4   | 104,6 <sup>4</sup>   | 41 | I  |   | Acco<br>Levir  | Managed unts of a Capital egies, L.P.                |
| Common  | Stock <sup>(1)(2)</sup> |                        |               |   | 12/12/201   | 18   |                                   |                            | J  |                  | 7,  | ,943 <sup>(8)</sup>  | A   | (8)                    | 10,4   | 112,58   | 34 | I  |   | Acco<br>Levir  | Managed unts of a Capital egies, L.P.                |
| Common  | Stock <sup>(1)(2)</sup> | 1                      |               |   |   |  |                                   |                            |  |                  |   |  |   |                        | 95   | 5,606  |    | I  |   | Disec  | Bi-<br>tional<br>puilibrium<br>, L.P. <sup>(6)</sup> |
| Common  | Stock <sup>(1)(2)</sup> |                        |               |   | 12/12/201   | 18   |                                   |                            | P  |                  | 564   | 4,731 <sup>(7)</sup>   | A   | \$6.75                 | 1,8  | 70,00  | 0  | I  |   | Large  | america<br>2 Cap<br>2 Fund <sup>(5)</sup>            |
| Common  | Stock <sup>(1)(2)</sup> |                        |               |   |   |  |                                   |                            |  |                  |   |  |   |                        | 49   | 9,179  |    | I  |   | By: J<br>Levir   | ohn A.   |
|   |                         |                        | Та            | ble   | II - Deriva   |  |                                   |                            |  |                  |   | sed of,<br>onvertil  |   |                        |  | ned  |    |  | ' |  |  |
| 1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year |                         | •                      | Exec<br>if an | 3A. Deemed 4. Execution Date, Tr                            |   | nsaction de (Instr. Securitie Acquirec (A) or Dispose of (D) (Instr. 3, and 5) |                                   | iber<br>tive<br>ties<br>ed | 6. Date E<br>Expiratio<br>(Month/D   |                  | sable and   | 7. Title<br>Amou<br>Secur<br>Under<br>Deriva<br>Secur  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |                        | ative<br>ity<br>5)   | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) |    | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) |   | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |                         |                        | rting Person* | IES   | , L.P.  | Code   | v V                               | (A)                        |  | Date<br>Exercisa |   | Expiration<br>Date   | Title   | Number<br>of<br>Shares |  |  |    |  |   |  |  |
|   |                         |                        |               |   | - <del></del>   |  |                                   |                            |  |                  |   |  |   |                        |  |  |    |  |   |  |  |

| (0.0)                                   | (Otato)                 | (=.þ)                |   |
|---|-------------------------|----------------------|---|
| 1. Name and Addres <u>Levin Capital</u> |                         |                      |   |
| (Last) 595 MADISON 2 17TH FLOOR         | (First)<br>AVENUE       | (Middle)             |   |
| (Street) NEW YORK                       | NY                      | 10022                |   |
| (City)                                  | (State)                 | (Zip)                |   |
| 1. Name and Addres Bi-Directiona        |                         | on*<br>um Fund, L.P. |   |
| (Last) 595 MADISON 2 17TH FLOOR         | (First) AVENUE          | (Middle)             |   |
| (Street) NEW YORK                       | NY                      | 10022                |   |
| (City)                                  | (State)                 | (Zip)                |   |
| 1. Name and Addres                      | s of Reporting Pers     | son*                 |   |
| (Last) 595 MADISON                      | (First)<br>AVENUE, 17TH | (Middle) I FLOOR     |   |
| (Street) NEW YORK                       | NY                      | 10022                | _ |
| (City)                                  | (State)                 | (Zip)                |   |
| 1. Name and Addres                      |                         | son*                 |   |
| (Last) 595 MADISON 2 17TH FLOOR         | (First)<br>AVENUE       | (Middle)             |   |
| (Street) NEW YORK                       | NY                      | 10020                | _ |
| (City)                                  | (State)                 | (Zip)                |   |
|   |                         |                      |   |

## **Explanation of Responses:**

(City)

(State)

(Zip)

- 1. This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Bi-Directional Disequilibrium Fund, L.P. ("BDD")(formerly known as Levin Capital Trilogy Master Fund, Ltd.), LCS, LLC ("LCSL"), and John A. Levin (collectively, the "Reporting Persons"). The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 4 as a result of acquiring over 20% of the Issuer's outstanding shares of Common Stock. The Reporting Persons have not acquired the shares with a purpose or effect of changing or influencing control of the Issuer.
- 2. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be construed as an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any of the securities reported herein under Section 16 or otherwise. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.
- 3. Shares held in certain separately managed accounts (the "Managed Accounts"). LCS, as the investment manager to the Managed Accounts, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the Managed Accounts, as LCS receives an asset-based management fee for serving as investment manager to the Managed Accounts, except that with respect to 127,460 shares held in the Managed Accounts, LCS receives a performance-based incentive fee. The performance-based incentive fee LCS receives also does not constitute a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act, as such fee is based on the performance of the overall account, over a period of one year or more, and the shares of the Issuer held in such accounts constitute no more than 10% of the market value thereof.
- 4. For the reasons set forth in footnote 3, none of LCS GP, BDD, LCSL and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts.
- 5. Shares held by the separate managed account Transamerica Large Cap Value Fund ("Transamerica"). LCS, as the sub-investment advisor to Transamerica, may be deemed to share voting and dispositive power over the shares held by Transamerica. LCS receives an asset-based management fee for serving as sub-investment advisor to Transamerica. Accordingly, LCS does not have a reportable pecuniary interest in the shares held by Transamerica. In addition, none of LCS GP, BDD, LCSL and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- 6. Shares owned directly by BDD. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. LCS, as the investment advisor of BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by BDD.
- $7.\ Shares\ purchased\ in\ the\ Issuer's\ public\ offering\ of\ shares\ that\ closed\ on\ December\ 14,\ 2018.$
- 8. On December 12, 2018, LCS began serving as the investment manager to a new Managed Account which holds 7,943 shares. LCS, as the investment manager to the new Managed Account, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the new Managed Account, as LCS receives an asset-based management fee for serving as investment manager to the new Managed Account.

Levin Capital Strategies, L.P.;
By: /s/ John A. Levin, Chief
Executive Officer
Levin Capital Strategies GP,
LLC; By: John A. Levin 2005

GRAT Separation Trust; By: /s/

Elisabeth Levin, Trustee

Bi-Directional Disequilibrium

Fund, L.P.; By: LCS; By: /s/ John A. Levin, Managing 12/14/2018

<u>Member</u>

LCS, LLC; By: /s/ John A. Levin, Managing Member

12/14/2018

/s/ John A. Levin

12/14/2018

Date

\*\* Signature of Reporting Person

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.