SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Levin Easterly Partners LLC			2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2019		3. Issuer Name and Ticker or Trading Symbol <u>FLUIDIGM CORP</u> [FLDM]					
(Last) 595 MADISO 17TH FLOOR		(Middle)			4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below) X	10% Owne	er ecify 6	Month/Day/Year)	ate of Original Filed t/Group Filing (Check	
(Street) NEW YORK	NY	10022			Passive Inves	stor		Form filed b	by One Reporting Person by More than One Person	
(City)	(State)	(Zip)	Table I. Nev	Deviverti						
Table I - Non- 1. Title of Security (Instr. 4)							cṫ(D) (In	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock ⁽¹⁾⁽²⁾					12,226,430	I		By: Managed Accounts of Levin Easterly Partners LLC ⁽³⁾⁽⁴⁾		
Common Stock	((1)(2)				4,996	I		y: A Managed A apital Strategies	Account of Levin , LP ⁽⁵⁾⁽⁶⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Secur Underlying Derivative Secur	ecurities 4. ecurity (Instr. 4) Conv or Ex		se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) e or Indirect (I) (Instr. 5)		
1. Name and Add Levin Easte										
(Last) 595 MADISO 17TH FLOOR		(Mido	lle)							
(Street) NEW YORK	NY	1002	22							
(City)	(State)	(Zip)								
1. Name and Add <u>LE Partners</u>										
(Last) 138 CONANT	(First) STREET	(Mido	lle)							
(Street) BEVERLY	MA	0193	15							
(City)	(State)	(Zip)								
1. Name and Add LE Partners										
(Last) 138 CONANT	(First)	(Mido	lle)							
(Street)										

BEVERLY	MA	01915						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] LE Partners Holdings III LLC								
(Last) 138 CONANT STR	(First) EET	(Middle)						
(Street) BEVERLY	МА	01915						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] LE Partners Holdings IV LLC								
(Last) 138 CONANT STR	(First) EET	(Middle)						
(Street) BEVERLY	MA	01915						
(City)	(State)	(Zip)						
1. Name and Address or <u>Murphy John W</u>								
(Last) 595 MADISON AV 17TH FLOOR	(First) ENUE	(Middle)						
(Street) NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Kalichstein Avshalom								
(Last) 138 CONANT STR SUITE 500	(First) EET	(Middle)						
(Street) BEVERLY	МА	01915						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] CRATE DARRELL W								
(Last) 138 CONANT STR	(First) EET	(Middle)						
(Street) BEVERLY	МА	01915						
(City)	(State)	(Zip)						

Explanation of Responses:

1. This Form 3 is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings IV LLC ("LEPH IV"), Darrell Crate ("Mr. Crate"), Avshalom Kalichstein ("Mr. Kalichstein"), John Murphy ("Mr. Murphy"), and Levin Capital Strategies, LP ("LCS") (collectively, the "Reporting Persons").

2. The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 3 as a result of acquiring over 10% 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. 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 "LEP Managed Accounts"). Levin Easterly, as the investment manager to the LEP Managed Accounts, may be deemed to beneficially own such shares. Levin Easterly does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LEP Managed Accounts as Levin Easterly receives an asset-based management fee for serving as investment manager to the LEP Managed Accounts, except that with respect to 116,344 shares held in the LEP Managed Accounts, Levin Easterly receives a performance-based

incentive fee. The performance-based incentive fee Levin Easterly 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 nor more than 10% of the market value thereof.

4. For the reasons set forth above in footnote 3, none of LEPH, LEPH II, LEPH III, LEPH IV, Mr. Crate, Mr. Kalichstein and Mr. Murphy have a reportable pecuniary interest in the shares held in the LEP Managed Accounts.

5. Shows held in a certain separately managed account (the "LCS Managed Account"). LCS, as the investment manager to the LCS 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 LCS Managed Account as LCS receives an asset-based management fee for serving as investment manager to the LCS Managed Account.

6. For the reasons set forth above in footnote 5, Mr. Murphy does not have a reportable pecuniary interest in the shares held in the LCS Managed Account.

<u>Levin Easterly Partners LLC;</u> <u>By: /s/ Darrell Crate</u>	<u>04/10/2019</u>
<u>LE Partners Holdings LLC;</u> <u>By: /s/ Darrell Crate</u>	<u>04/10/2019</u>
<u>LE Partners Holdings II LLC;</u> <u>By: /s/ Darrell Crate</u>	<u>04/10/2019</u>
<u>LE Partners Holdings III LLC;</u> <u>By: /s/ Darrell Crate</u>	<u>04/10/2019</u>
<u>LE Partners Holdings IV LLC;</u> <u>By: /s/ Darrell Crate</u>	<u>04/10/2019</u>
<u>/s/ John Murphy</u>	04/10/2019
<u>/s/ Darrell Crate</u>	04/10/2019
<u>/s/ Avshalom Kalichstein</u>	04/10/2019
<u>Levin Capital Strategies, LP;</u> <u>By /s/ John A. Levin, Chief</u> <u>Executive Officer</u>	<u>04/10/2019</u>
** Signature of Reporting Person	Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.