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* <u>Worthington Gajus Vincent</u>	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2011		3. Issuer Name and Ticker or Trading Symbol <u>FLUIDIGM CORP</u> [FLDM]					
(Last) (First) (Middle) 7000 SHORELINE COURT, SUITE 100			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check 		
(Street) SOUTH SAN FRANCISCO 94080			X Officer (give title below) President, CEO and	Other (spe below) I Director	Appl	icable Line) Form filed b	y One Reporting Person y More than One	
(City) (State) (Zip)		n Doriva	tive Securities Beneficial					
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership 4		4. Nature of Indirect Beneficial Ownership Instr. 5)		
Common Stock			374,645 ⁽¹⁾	I	See footnote ⁽²⁾			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		1		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series E1 Preferred Warrant (Right to Buy)	(3)	(4)	Common Stock	515 ⁽¹⁾	0.02	Ι	See footnote ⁽²⁾	
Stock Option (Right to Buy)	(5)	11/17/2019	Common Stock	8,257(1)	4.09	D		
Stock Option (Right to Buy)	(6)	11/17/2019	Common Stock	8,257(1)	4.09	D		
Stock Option (Right to Buy)	(7)	11/17/2019	Common Stock	5,780 ⁽¹⁾	4.09	D		
Stock Option (Right to Buy)	(8)	11/17/2019	Common Stock	5,780 ⁽¹⁾	4.09	D		
Stock Option (Right to Buy)	(9)	11/17/2019	Common Stock	15,014(1)	4.09	D		
Stock Option (Right to Buy)	(10)	01/04/2021	Common Stock	5,780 ⁽¹⁾	8.38	D		
Stock Option (Right to Buy)	(11)	01/04/2021	Common Stock	5,780 ⁽¹⁾	8.38	D		
Stock Option (Right to Buy)	(12)	01/17/2015	5 Common Stock	29,491(1)	3.4	D		
Stock Option (Right to Buy)	(13)	01/17/2015	5 Common Stock	3,538(1)	3.4	D		
Stock Option (Right to Buy)	(14)	05/07/2017	7 Common Stock	4,508 ⁽¹⁾	4.45	D		
Stock Option (Right to Buy)	(15)	05/07/2017	7 Common Stock	7,634(1)	4.45	D		
Stock Option (Right to Buy)	(16)	04/23/2018	3 Common Stock	5,176(1)	4.45	D		
Stock Option (Right to Buy)	(17)	04/23/2018	3 Common Stock	6,383(1)	4.45	D		
Stock Option (Right to Buy)	(18)	04/23/2018	3 Common Stock	11,560(1)	4.45	D		
Stock Option (Right to Buy)	(19)	05/07/2017	7 Common Stock	13,454(1)	4.45	D		

1. Reflects a 1-for-1.73 reverse stock split of the Issuer's outstanding shares effected February 3, 2011.

2. Gajus V. Worthington and Jami A. Worthington as TTEEs of The Worthington Family Trust UAD dated March 6, 2007 are the record holders of the securites.

3. Reflects the automatic conversion of each share of Series E1 Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering.

4. Expires immediately prior to the closing of the Issuer's initial public offering.

5. 6,398 of the shares subject to the Option vested as of November 17, 2009, (the "Vesting Commencement Date"), and thereafter 69 shares subject to the Option shall vest each month beginning December 1, 2009 such that the Option will be fully vested on February 1, 2012.

6. 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% of the shares subject to the Option vested on April 1, 2010 and 1/48th of the remaining unvested shares subject to the Option shall vest each month thereafter such that all shares subject to the Option shall be fully vested on April 1, 2013.

7. 6,398 of the shares subject to the Option vested as of the date of grant and 69 shares vest each month on and after December 1, 2009, such that the option will be fully vested on February 1, 2012.

8. 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% of the shares subject to the Option vested on April 1, 2010 and 1/48th of the remaining unvested shares subject to the Option shall vest each month thereafter such that all shares subject to the Option shall be fully vested on April 1, 2013.
9. 25% of the shares subject to the Option vest on November 17, 2010 and 1/48th of the shares vest every month thereafter.

10. 25% of the shares subject to the Option shall vest on the one year anniversary of April 1, 2010 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option shall vest on each monthly anniversary of the Vesting Commencement Date such that the Option will be fully vested on April 1, 2014; provided that vesting for a percentage of the Option equal to the Company's percentage achievement of its 2010 corporate goals shall be accelerated to December 31, 2010. The compensation committee has not yet made a determination regarding the achievement of 2010 corporate goals. The percentage of the Option not accelerated shall vest over 4 years as described above. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.

11. 100% of the shares subject to the Option shall vest on April 1, 2014; provided that vesting for a percentage of the shares subject to the Option equal to the reporting person's percentage achievement of his 2010 departmental goals shall be accelerated to December 31, 2010. The shares, if any, not subject to such accelerated vesting shall vest on April 1, 2014. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.

12. The Option fully vested on January 18, 2009.

13. The Option fully vested on January 18, 2009.

14. The Option was originally granted on February 1, 2007 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on February 1, 2009.

15. The Option was originally granted on February 1, 2007 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2010.

16. The Option was originally granted on February 1, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2008.

17. The Option was originally granted on February 1, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2008.

18. The Option was originally granted on April 23, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 10,837 shares subject to the Option will vest as of December 31, 2011 and 241 shares will vest monthly thereafter. The Option will fully vest on March 31, 2012.

19. 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% of the shares subject to the Option vested on April 1, 2010 and 1/48th of the remaining unvested shares subject to the Option shall vest each month thereafter such that all shares subject to the Option shall be fully vested on April 1, 2013. The Option fully vested on May 1, 2010.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Worthington Gajus

** Signature of Reporting Person Date

02/09/2011

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

* 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Fluidigm Corporation (the "Company"), hereby constitutes and appoints the officers of the Company and the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, P.C., and each of them, the undersigned's true and lawful attorney-in-fact to:

- complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorney-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of February, 2011.

Signature: /s/ Gajus Worthington Gajus Worthington