FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**Levin Easterly Partners LLC** 

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL					
OMB Number:	3235-0287				

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Levin Easterly Partners LLC</u>				2. Issuer Name and 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) 07/22/2019							Officer (give title X Other (specify below)  Passive Investor					
(Street) NEW YORK NY 10022 (City) (State) (Zip)			_	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						
		Tab	e I - Non-De	rivati	ive S	ecuriti	es A	cquir	ed, [	Disposed (	of, or	Benefic	cially	Owne	ed		
1. Title of Security (Instr. 3)		Date	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		15)	5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
								Code V		Amount	(A) or (D) Price			Transaction(s) (Instr. 3 and 4)			(11150.4)
Common	Stock <sup>(1)(2)</sup>		07/22/	2019				S		61,432	D	\$11.57	722 <sup>(7)</sup>	10,3	305,613	I	By: Managed Accounts of Levin Easterly Partners LLC <sup>(3)(4)</sup>
Common	Stock <sup>(1)(2)</sup>		07/23/	2019				S		18,601	D	\$11.5	81 <sup>(8)</sup>	10,2	287,012	I	By: Managed Accounts of Levin Easterly Partners LLC <sup>(3)(4)</sup>
Common	Stock <sup>(1)(2)</sup>		07/24/	2019				S		28,090	D	\$11.78	335 <sup>(9)</sup>	10,2	258,922	I	By: Managed Accounts of Levin Easterly Partners LLC <sup>(3)(4)</sup>
Common	Stock <sup>(1)(2)</sup>													4	,996	I	By: A Managed Account of Levin Capital Strategies, LP <sup>(5)(6)</sup>
		Ta	ıble II - Deriv (e.a							sposed of,				wned			
1. Title of Derivative Conversion Date Execution Date Execution Date To Date Execution Date Exec		3A. Deemed Execution Date,	d 4. Date, Transa		saction e (Instr.  5. Numbe of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Ex Expiration (Month/Da		ercisable and Date	7. Title Amou Secur Under Deriva Secur	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form: Direct ( or Indir (I) (Inst	Beneficial Ownership ect (Instr. 4)	
				Cod	de V	(A)	(D)	Date Exe	e rcisabl	Expiration e Date	Title	Amoun or Numbe of Shares	r				
1. Name an	d Address of	Reporting Person*				1											

(Last) 595 MADISON	(First)	(Middle)
17TH FLOOR	AVENUE	
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
	ess of Reporting Person*	
	Holdings LLC	
(Last)	(First)	(Middle)
138 CONANT	STREET	
(Street) BEVERLY	MA	01915
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(City)	(State)	(Zip)
1. Name and Addre	ess of Reporting Person*	
LE Partners	Holdings II LLC	
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(Last)	(First)	(Middle)
138 CONANT	SIKEEI	
(Street)		
BEVERLY	MA	01915
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(City)	(State)	(Zip)
	ess of Reporting Person*	
LE Partners	Holdings III LLC	
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(Street) BEVERLY	MA	01915						
(City)	(State)	(Zip)						
1. Name and Address								
Murphy John V	<u>V</u>							
(Last)	(First)	(Middle)						
595 MADISON A	VENUE							
17TH FLOOR								
,								
(Street)	3737	40000						
NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address	of Reporting Person*							
LEVIN CAPITAL STRATEGIES, L.P.								
(Last)	(First)	(Middle)						
595 MADISON AVENUE								
17TH FLOOR								
(Street)								
NEW YORK	NY	10022						
(City)	(State) (Zip)							

## Explanation of Responses:

- 1. This Form 4 is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH III"), 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 4 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 110,601 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. Shares 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.
- 7. The price reported is a weighted average price. The reported shares were sold in multiple transactions at prices ranging from \$11.50 and \$11.69. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 8. The price reported is a weighted average price. The reported shares were sold in multiple transactions at prices ranging from \$11.530 and \$11.605. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 9. The price reported is a weighted average price. The reported shares were sold in multiple transactions at prices ranging from \$11.75 and \$11.80. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Levin Easterly Partners; By: /s/ Darrell Crate, Chairman LE Partners Holdings LLC;

By: /s/ Darrell Crate, Managing 07/24/2019 Director

LE Partners Holdings II LLC;

By: /s/ Darrell Crate, Managing 07/24/2019

LE Partners Holdings III LLC;

By: /s/ Darrell Crate, Managing 07/24/2019

<u>Director</u>

LE Partners Holdings IV LLC;

By: /s/ Darrell Crate, Managing 07/24/2019

<u>Director</u>

 /s/ Darrell Crate
 07/24/2019

 /s/ Avshalom Kalichstein
 07/24/2019

 /s/ John Murphy
 07/24/2019

Levin Capital Strategies, LP;

By: /s/ John A. Levin, Chief 07/24/2019

**Executive Officer** 

\*\* Signature of Reporting Person

Date

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 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.