SEC Form 5

Washington, D.C. 20549

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Form 3 Holdings Reported.

FORM 5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange A

(Street) NEW YORK	Y 10022		Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
,	v 10022		,
		4. If Amendment, Date of Original Filed (Month/Day/Year)	
17TH FLOOR			
595 MADISON AVENUE		12/31/2017	Passive Investor
(Last) (Fi	(First) (Middle) 3. Statement for Issuer's Fiscal Year		Contraction (cear) Officer (give title title team) (cear) Officer (give title team) (cear) (c
1. Name and Address of LEVIN CAPITA	Reporting Person [*] L STRATEGIES,	L.P. 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date Execution Date, (Month/Day/Year) if any Code (Instr. 3, 4 and 5)) or Disposed	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial				
		(Month/Day/Year)	8)	Amount (A) (D)		Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock ⁽¹⁾⁽²⁾	11/07/2017		Р4	12,305	A	\$ 5.2103	10,397,731	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾	
Common Stock ⁽¹⁾⁽²⁾	11/17/2017		Р4	6,880	A	\$5.05	10,404,611	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾	
Common Stock ⁽¹⁾⁽²⁾	11/28/2017		Р4	15,000	A	\$ 5.7956	10,419,611	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾	
Common Stock ⁽¹⁾⁽²⁾	12/13/2017		Р4	500	A	\$5.575	10,420,111	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾	
Common Stock ⁽¹⁾⁽²⁾							1,275,129	I	By: Transamerica Large Cap Value Fund ⁽⁵⁾	
Common Stock ⁽¹⁾⁽²⁾							82,884	I	By: Levin Capital Trilogy Master Fund, Ltd. ⁽⁶⁾	
Common Stock ⁽¹⁾⁽²⁾							56,820	I	By: Levcap Alternative Fund, L.P. ⁽⁷⁾	
Common Stock ⁽¹⁾⁽²⁾							19,818	I	By: Safinia Partners, L.P.	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Ta Date (Month/Day/Year)	ble Peerrodrivat Execution Date, if any (e.g., p (Month/Day/Year)	ite Secul Transaction ICS of C(ANDS), 8)	Secu	rities	ifediteDiss Expiration Da QDHQIDS y/1	osecrof, canvertib	Underlying		/ ⁸ Owned Derivative Security (Instr. 5)	vative vative urity tr. 5) Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)						
1. Title of Derivative Security (Instr. 3)	Derivative Security Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Acqui (A) Nom Dispo Die(10) (Sestm Aucolus (A) or	mber osed ative riðljæs i)red	6. Date Exerc Expiration Da (Month/Day/Y	ate	Derivative SeCitheitgr(thstr. 3 Amdol)nt of Securities Underlying Derivative Security (Instr. 3		Sectilieitgu(thstr. Amolo4)nt of Securities Underlying Derivative		Sectifietar(thstr. 3 Amob4)nt of Securities Underlying Derivative		Sectifieitgu(thstr. 3 Annolo4)nt of Securities Underlying Derivative		8. Price of Derivative Security (Instr. 5)	Owned Bolkowibgr of Repivatede Sconsitieison(s) (Bestefié)ally Owned Following	Direct (D) or Indirect	(Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Dispo of (D) (Instr. and 5	sed 3, 4	Date Exercisable	Expiration Date	and 4)	Amount or Number of Shares Amount		Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)							
		Reporting Person [*] L STRATEG	<u>IES, L.P.</u>		(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares										
(Last) 595 MAE 17TH FL	DISON AVE	(First) ENUE	(Middle)																	
(Street) NEW YO)RK	NY	10022																	
(City)		(State)	(Zip)																	
		Reporting Person [*] categies GP, L	<u>LC</u>																	
(Last) 595 MAE		(First) ENUE, 17TH FL	(Middle) OOR																	
(Street) NEW YO	ORK	NY	10022																	
(City)		(State)	(Zip)																	
		Reporting Person [*] ilogy Master I	Fund, Ltd.																	
(Last) 595 MAD		(First) ENUE, 17TH FL	(Middle) OOR																	
(Street) NEW YO)RK	NY	10022																	
(City)		(State)	(Zip)																	
1. Name and LCS, L		Reporting Person [*]																		
(Last) 595 MAE		(First) ENUE, 17TH FL	(Middle) OOR																	
(Street) NEW YO	ORK	NY	10022																	
(City)		(State)	(Zip)																	
		Reporting Person [*] ve Fund, L.P.																		
(Last) 595 MAE 17TH FL	DISON AVE	(First) ENUE	(Middle)																	
(Street) NEW YO	ORK	NY	10022																	
(City)		(State)	(Zip)																	
		Reporting Person [*] ers, LLC																		

(Last)	(First)	(Middle)	
595 MADISON A	AVENUE, 17TH	FLOOR	
(Stroot)			
(Street) NEW YORK	NY	10022	
,			
(City)	(State)	(Zip)	
1. Name and Address		on [*]	
Safinia Partne	<u>rs, L.P.</u>		
(Last)	(First)	(Middle)	
595 MADISON A	WENUE		
17TH FLOOR			
(Street)			
NEW YORK	NY	10022	
(City)	(State)	(Zip)	
1. Name and Address	s of Reporting Pers	on [*]	
LCS L/S, LLC	2		
(Last)	(First)	(Middle)	
595 MADISON A			
(Street)			
NEW YORK	NY	10022	
(Cit.)	(0+-+-)	(7:-)	
(City)	(State)	(Zip)	
1. Name and Address		on [*]	
LEVIN JOHN	A		
(Last)	(First)	(Middle)	
ONE ROCKEFE	LLER PLAZA	25TH FLOOR	
(Street)			
NEW YORK	NY	10020	
(0))	(0) ()	/ 	
(City)	(State)	(Zip)	

Explanation of Responses:

1. This Form 5 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Levin Capital Trilogy Master Fund, Ltd. ("Trilogy"), LCS, LLC ("LCSL"), Levcap Alternative Fund, L.P. ("Levcap"), LCS Event Partners, LLC ("LCSEP"), Safinia Partners, L.P. ("Safinia"), LCS L/S, LLC ("LCSLS"), and John A. Levin (collectively, the "Reporting Persons"). The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 5 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts. 5. Shares held by the 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 (e 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.

6. Shares owned directly by Trilogy. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. LCS, as the investment advisor of Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy.

7. Shares owned directly by Levcap. LCSEP, as the general partner of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. LCS, as the investment advisor of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Levcap.

8. Shares owned directly by Safinia. LCSLS, as the general partner of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. LCS, as the investment advisor of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Safinia.

Levin Capital Strategies, L.P.;By: /s/ John A. Levin, Chief02/13/2018Executive Officer02/13/2018Levin Capital Strategies GP,02/13/2018LLC; By: John A. Levin 200502/13/2018GRAT Separation Trust; By: /s/02/13/2018Elisabeth Levin, Trustee02/13/2018Levin Capital Trilogy Master02/13/2018Fund, Ltd.; By: LCS, LLC; By:02/13/2018

<u>/s/ John A. Levin, Managing</u> <u>Member</u>	
<u>LCS, LLC; By: /s/ John A.</u> <u>Levin, Managing Member</u>	<u>02/13/2018</u>
Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member	<u>02/13/2018</u>
<u>LCS Event Partners, LLC; By:</u> /s/ John A. Levin, Managing <u>Member</u>	<u>02/13/2018</u>
<u>Safinia Partners, L.P.; By: LCS</u> <u>L/S, LLC; By: /s/ John A.</u> <u>Levin, Managing Member</u>	<u>02/13/2018</u>
LCS L/S, LLC; By: /s/ John A. Levin, Managing Member	<u>02/13/2018</u>
<u>/s/ John A. Levin</u>	<u>02/13/2018</u>
** 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.