(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

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL				
OMB Number:	3235-0287			
Estimated average burden				

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL						
5-0287						
Estimated average burden						
hours per response: 0.5						
1						

						_						Company Act	of 1940							
1. Name and Address of Reporting Person* <u>LEVIN CAPITAL STRATEGIES, L.P.</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) 595 MAI 17TH FL		(First	•	(Middle	2)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2018						Officer (give title X Other (specify below)  Passive Investor								
(Street) NEW YO	ORK	NY		10022	!	4.1	4. If Amendment, Date of Original Filed (Month				led (Month/D	ay/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Person				n			
(City)		(Stat	e)	(Zip)																
			Tab	le I -	Non-Deriv	vativ	e Sec	uritie	s Ac	quir	ed, D	isposed c	f, or E	3enefic	ially Own	ed				
1. Title of S	Gecurity (	Instr.	3)		2. Transaction Date (Month/Day/		2A. Dec Execut if any (Month	ion Dat	e,   7	3. Fransa Code (I 3)	ction	4. Securities A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Follor Reported		6. Owner Form: Dir (D) or Ind (I) (Instr.	rect lirect		re of t Beneficial ship (Instr.
									-	Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and	(s) 4)				
Common	Stock <sup>(1)(</sup>	(2)													9,935,3	09	I		Accor Levin	fanaged ints of Capital gies, L.P.
Common	Stock <sup>(1)(</sup>	(2)													95,606	5	I			
Common	Stock <sup>(1)(</sup>	(2)													1,305,2	69	I		Large	america Cap Fund <sup>(5)</sup>
Common	Stock <sup>(1)(</sup>	(2)			12/03/20	)18				<b>J</b> <sup>(7)</sup>		56,820	D	(7)	0		I		By: L Alteri Fund,	
Common	Stock <sup>(1)(</sup>	(2)			12/03/20	)18				J <sup>(8)</sup>		19,818	D	(8)	0		I		By: S Partn	afinia ers, L.P.
Common	Stock <sup>(1)(</sup>	(2)			12/03/20	)18				J <sup>(9)</sup>		44,179	A	(9)	49,179	)	I		By: Jo Levin	ohn A.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Security (Instr. 3)	2. Conversi or Exerci Price of Derivativ Security	ion I	3. Transaction Jate Month/Day/Year)	Exec if any	reemed ution Date, / th/Day/Year)	4. Trans Code 8)	ransaction of Exp Code (Instr. Derivative (Mo		Expi	Date Exercisable and piration Date onth/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivates de la derivate del derivate de la derivate de la derivate del derivate de la derivate del derivate della derivate della derivate della derivate della della derivate della	rities ficially ed wing orted saction(s)	10. Owner Form: Direct or Ind (I) (Ins	(D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares						
			eporting Person		<u>L.P.</u>															

(City)	(State)	(Zip)
1. Name and Address  Levin Capital		
(Last) 595 MADISON A 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address Bi-Directional		
(Last) 595 MADISON A 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address LCS, LLC	s of Reporting Perso	n*
(Last) 595 MADISON A	(First)	(Middle) FLOOR
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address <u>Levcap Altern</u>		
(Last) 595 MADISON A 17TH FLOOR	(First)	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address  LCS Event Pa		n <sup>*</sup>
(Last) 595 MADISON A 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
Name and Address     Safinia Partner		n*
(Last) 595 MADISON A 17TH FLOOR	(First)	(Middle)
(Street)		

NEW YORK	NY	10022			
(City)	(State)	(Zip)			
1. Name and Address	of Reporting Person*				
LCS L/S, LLC					
(Last)	(First)	(Middle)			
595 MADISON AV	/ENUE				
17TH FLOOR					
(Street)					
NEW YORK	NY	10022			
,					
(City)	(State)	(Zip)			
1. Name and Address	of Reporting Person*				
LEVIN JOHN	<u>A</u>				
(Last)	(First)	(Middle)			
595 MADISON AV	•	(20.2)			
17TH FLOOR	, 21,02				
,					
(Street)					
NEW YORK	NY	10020			
(City)	(State)	(Zip)			

## **Explanation of Responses:**

- 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"), 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 filling 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, 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 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, Levcap, LCSEP, Safinia, LCSLS 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. On December 3, 2018, Levcap was liquidated. This transaction represents a pro rata distribution of shares from Levcap to its general and limited partners. Following the pro rata distribution, Levcap no longer beneficially owns any shares and will no longer be a Reporting Person hereunder.
- 8. On December 3, 2018, Safinia was liquidated. This transaction represents a pro rata distribution of shares from Safinia to its general and limited partners. Following the pro rata distribution, Safinia no longer beneficially owns any shares and will no longer be a Reporting Person hereunder.
- 9. Represents the receipt of a pro rata distribution of shares from Levcap and Safinia as a limited partner, consisting of 13,145 shares held in trusts for the benefit of various family members, of which Mr. Levin has dispositive power over, 24,189 shares held in a trust for the benefit of his spouse, of which Mr. Levin has voting and dispositive power over and 11,845 shares held directly by his spouse, of which Mr. Levin has voting and dispositive power over.

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief 12/06/2018 **Executive Officer** Levin Capital Strategies GP, LLC; By: John A. Levin 2005 12/06/2018 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee Bi-Directional Disequilibrium Fund, L.P.; By: LCS; By: /s/ 12/06/2018 John A. Levin, Managing Member LCS, LLC; By: /s/ John A. 12/06/2018 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 12/06/2018 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: /s/ John A. Levin, Managing 12/06/2018 Member Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. 12/06/2018 Levin, Managing Member

LCS L/S, LLC; By: /s/ John A. 12/06/2018 Levin, Managing Member

/s/ John A. Levin

12/06/2018

\*\* Signature of Reporting Person Date

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.