

FLUIDIGM CORP

Form 5

February 14, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LEVIN CAPITAL STRATEGIES,
L.P.

(Last) (First) (Middle)

595 MADISON AVENUE, 17TH
FLOOR

(Street)

2. Issuer Name and Ticker or Trading
Symbol
FLUIDIGM CORP [FLDM]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

Passive Investor

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

(City) (State) (Zip)

☐ Form Filed by One Reporting Person
☒ Form Filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	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 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾ <u>(2)</u>	11/16/2016	Â	P4	825 A \$ 5.9984	6,344,568	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾ ⁽⁴⁾
Common Stock ⁽¹⁾ <u>(2)</u>	12/21/2016	Â	J ⁽⁵⁾	3,188 D \$ ⁽⁵⁾	6,341,380	I	By: Managed Accounts of Levin Capital

Common Stock <u>(1)</u> <u>(2)</u>	Â	Â	Â	Â	Â	Â	1,098,376	I	Strategies, L.P. <u>(3)</u> <u>(4)</u> By: Transamerica Large Cap Value Fund <u>(6)</u>
Common Stock <u>(1)</u> <u>(2)</u>	Â	Â	Â	Â	Â	Â	51,068	I	By: Levin Capital Trilogy Master Fund, Ltd. <u>(7)</u>
Common Stock <u>(1)</u> <u>(2)</u>	Â	Â	Â	Â	Â	Â	22,453	I	By: Levcap Alternative Fund, L.P. <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>	Â	Â	Â	Â	Â	Â	9,252	I	By: Safinia Partners, L.P. <u>(9)</u>

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

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 control number.

SEC 2270
(9-02)

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. 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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN CAPITAL STRATEGIES, L.P. 595 MADISON AVENUE	Â	Â X	Â	Passive Investor

17TH FLOOR
NEW YORK, NY 10022

Levin Capital Strategies GP, LLC
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

Levin Capital Trilogy Master Fund, Ltd.
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

LCS, LLC
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

Levcap Alternative Fund, L.P.
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

LCS Event Partners, LLC
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

Safinia Partners, L.P.
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

LCS L/S, LLC
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

LEVIN JOHN A
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10022

â â X â Passive Investor

Signatures

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief Executive Officer

02/14/2017

__Signature of Reporting Person

Date

Levin Capital Strategies GP, LLC; By: John A. Levin 2005 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee

02/14/2017

__Signature of Reporting Person

Date

Levin Capital Trilogy Master Fund, Ltd.; By: LCS, LLC; By: /s/ John A. Levin, Managing Member

02/14/2017

__Signature of Reporting Person

Date

LCS, LLC; By: /s/ John A. Levin, Managing Member

02/14/2017

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__Signature of Reporting Person	Date
Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member	02/14/2017
__Signature of Reporting Person	Date
LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member	02/14/2017
__Signature of Reporting Person	Date
Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. Levin, Managing Member	02/14/2017
__Signature of Reporting Person	Date
LCS L/S, LLC; By: /s/ John A. Levin, Managing Member	02/14/2017
__Signature of Reporting Person	Date
/s/ John A. Levin	02/14/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(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 50,711 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) On December 21, 2016, one of the Managed Accounts that held 3,188 shares closed. Accordingly, as of December 21, 2016, LCS ceased to serve as the investment manager for such Managed Account and as such, relinquished all voting and dispositive power over the shares held in the Managed Account.

(6) 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 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.

(7) 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.

(8) 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

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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.

- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.