

FLUIDIGM CORP
Form 4
February 17, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLELLA SAMUEL D

(Last) (First) (Middle)

3000 SAND HILL ROAD,
BUILDING FOUR, SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLUIDIGM CORP [FLDM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

4. 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)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|-----------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | | 5,760 | A | (2) | 87,341 | I | See Footnotes (4) (7) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | | 1,592 | A | (2) | 88,933 | I | See Footnotes (4) (7) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽¹⁾ | | 103,546 | A | (2) | 192,479 | I | See Footnotes (4) (8) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | | 474,354 | A | (2) | 666,833 | I | See Footnotes |

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| | | | | | | | | | (4) (8) |
|--------------|------------|------------|---------------------|---------|---|---------|-----------|---|-----------------------|
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 294,457 | A | (2) | 961,290 | I | See Footnotes (4) (8) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 81,396 | A | (2) | 1,042,686 | I | See Footnotes (4) (8) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 164 | A | \$ 0.02 | 1,042,850 | I | See Footnotes (3) (4) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 346 | A | \$ 0.02 | 1,043,196 | I | See Footnotes (4) (6) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 148 | A | \$ 0.02 | 1,043,344 | I | See Footnotes (4) (7) |
| Common Stock | 02/15/2011 | 02/15/2011 | C ⁽⁵⁾ | 7,596 | A | \$ 0.02 | 1,050,940 | I | See Footnotes (4) (8) |
| Common Stock | 02/15/2011 | 02/15/2011 | X ⁽⁵⁾⁽⁹⁾ | 8,247 | A | \$ 0.02 | 1,059,197 | I | See Footnote (10) |
| Common Stock | 02/15/2011 | 02/15/2011 | F ⁽⁵⁾⁽⁹⁾ | 11 | D | \$ 13.5 | 1,059,186 | I | See Footnote (10) |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Preferred | (2) | 02/15/2011 | 02/15/2011 | C | 5,760 | (11) | (11) | Common Stock | 5,760 |

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| Stock | | | | | | | | | |
|---|---------|------------|------------|---|---------|------------|----------|--------------|---------|
| Series D Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 1,592 | (11) | (11) | Common Stock | 1,592 |
| Series E Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 103,546 | (9) | (9) | Common Stock | 103,546 |
| Series B Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 474,354 | (11) | (11) | Common Stock | 474,354 |
| Series C Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 294,457 | (11) | (11) | Common Stock | 294,457 |
| Series D Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 81,396 | (11) | (11) | Common Stock | 81,396 |
| Series E-1 Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 164 | (11) | (11) | Common Stock | 164 |
| Series E-1 Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 346 | (11) | (11) | Common Stock | 346 |
| Series E-1 Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 148 | (11) | (11) | Common Stock | 544 |
| Series E-1 Preferred Stock | (2) | 02/15/2011 | 02/15/2011 | C | 7,596 | (11) | (11) | Common Stock | 7,596 |
| Series E-1 Preferred Warrant (Right to Buy) | \$ 0.02 | 02/15/2011 | 02/15/2011 | X | 8,257 | 01/06/2011 | (11)(12) | Common Stock | 8,257 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

COLELLA SAMUEL D
3000 SAND HILL ROAD, BUILDING FOUR
SUITE 210
MENLO PARK, CA 94025

Signatures

/s/ William Smith,
attorney-in-fact

02/16/2011

__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) Represents shares of Common Stock issued upon conversion of shares of Series E Preferred Stock on a 1-for 1.300053676865 basis.
- (2) Not applicable.
- (3) Versant Affiliates Fund I-A, L.P., is the record holder of the securities reported.

Voting and investment power over the shares directly held by Versant Venture Capital I, L.P., Versant Affiliates Fund I-A, L.P., Versant Affiliates Fund I-B, L.P., and Versant Side Fund I, L.P., is held by Versant Ventures I, LLC, their sole General Partner, Samuel D. Colella, the reporting person is a Managing Member of Versant Ventures I, LLC but he disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The individual Managing Members of Versant Ventures I, LLC are Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Barbara N. Lubash, Donald B. Milder, and Rebecca B. Robertson, all of whom share voting and dispositive control. Each respective individual General Partner disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest therein.
- (4) Represents shares of Common Stock issued upon the conversion of shares of Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock on a 1-for-1 basis.
- (5) Versant Affiliates Fund I-B, L.P. is the record holder of the securities reported.
- (6) Versant Side Fund I, L.P., is the record holder of the securities reported.
- (7) Versant Venture Capital I, L.P., is the record holder of the securities reported.
- (8) Each share of Series E Preferred Stock automatically converted into 1.300053676865 share of Common Stock on February 15, 2011, the closing date of the Issuer's initial public offering (the "Closing") and has no expiration date.
- (9) The Colella Family Trust U/D/T dated September 21, 1992 is the record holder of the securities reported. Samuel D. Colella and Nancy R. Colella are trustees of the Colella Family Trust U/D/T dated September 21, 1992.
- (10) Each share of Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Series E-1 Preferred Stock automatically converted into one share of Common Stock on February 15, 2011 and has no expiration date.
- (11) The warrant was automatically net exercised immediately prior to the Closing.
- (12)

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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Note: File three copies of this Form, one of which must be manually signed. If space 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.