

FLUIDIGM CORP
Form 3
February 09, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â EuclidSR Partners, L.P.		(Month/Day/Year)	FLUIDIGM CORP [FLDM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
45 ROCKEFELLER PLAZA, SUITE 1410		02/09/2011	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK,Â NYÂ 10111			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series E Preferred Warrant (Right to Buy)	Â (1)	Â (2)	Common Stock	11,924 ⁽¹⁾ ₍₃₎	\$ 24.22	I	See footnotes ⁽⁴⁾ ₍₅₎
Series E Preferred Stock	Â (1)	Â (6)	Common Stock	47,400 ⁽¹⁾ ₍₃₎	\$ 0	I	See footnotes ⁽⁴⁾ ₍₅₎
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	320,063 ₍₃₎	\$ 0	I	See footnotes ⁽⁴⁾ ₍₅₎
Series D Preferred Stock	Â (7)	Â (7)	Common Stock	66,991 ₍₃₎	\$ 0	I	See footnotes ⁽⁴⁾ ₍₅₎
Series E Preferred Warrant (Right to Buy)	Â (1)	Â (2)	Common Stock	11,924 ⁽¹⁾ ₍₃₎	\$ 24.22	I	See footnotes ⁽⁵⁾ ₍₈₎
Series E Preferred Stock	Â (1)	Â (6)	Common Stock	47,400 ⁽¹⁾ ₍₃₎	\$ 0	I	See footnotes ⁽⁵⁾ ₍₈₎
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	320,063 ₍₃₎	\$ 0	I	See footnotes ⁽⁵⁾ ₍₈₎
Series D Preferred Stock	Â (7)	Â (7)	Common Stock	66,991 ₍₃₎	\$ 0	I	See footnotes ⁽⁵⁾ ₍₈₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EuclidSR Partners, L.P. 45 ROCKEFELLER PLAZA, SUITE 1410 NEW YORK, NY 10111	Â	Â X	Â	Â
EuclidSR Biotechnology Partners, L.P. 45 ROCKEFELLER PLAZA, SUITE 1410 NEW YORK, NY 10111	Â	Â X	Â	Â

Signatures

/s/ Gajus V. Worthington,
attorney-in-fact

02/09/2011

**Signature of Reporting Person

Date

/s/ Gajus V. Worthington,
attorney-in-fact

02/09/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects the automatic conversion of each share of Series E Preferred Stock into 1.3 shares of Common Stock to occur upon the closing of the Issuer's initial public offering.
 - (2) Expires immediately prior to the closing of the Issuer's initial public offering.

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- (3) Reflects a 1-for-1.73 reverse stock split of the Issuer's outstanding shares effected February 3, 2011
- (4) EuclidSR Partners, L.P., is the record holder of the securities reported on Lines 1, 2, 3 and 4 of Table 2.

Mr. Whitaker, the reporting person who is a member of the Board of Directors of the Issuer shares voting and investment power with Graham D.S. Anderson, Milton J. Pappas and Stephen K. Reidy, each of whom are General Partners of EuclidSR Associates, L.P., the

- (5) General Partner of EuclidSR Partners and EuclidSR Biotechnology Associates, L.P., the General Partner of EuclidSR Biotechnology Partners. Each General Partner of EuclidSR Associates, L.P. and EuclidSR Biotechnology Associates, L.P. disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein
- (6) Each share has no expiration date.
- (7) Reflects the automatic conversion of each share of Series C Preferred Stock and Series D Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share has no expiration date.
- (8) EuclidSR Biotechnology Partners, L.P., is the record holder of the securities reported on Lines 5, 6, 7 and 8 of Table 2.

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Remarks:

ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

ExhibitÂ 24.2Â -Â PowerÂ ofÂ Attorney

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.