#### FLUIDIGM CORP

Form 3

February 09, 2011

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

**OMB** Number:

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**OMB APPROVAL** 

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 \*

EuclidSR Partners, L.P.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/09/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

FLUIDIGM CORP [FLDM]

(Check all applicable)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

45 ROCKEFELLER PLAZA, **SUITE 1410** 

(Street)

Director Officer

\_X\_\_ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

\_X\_ Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10111

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

(I) (Instr. 5)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5) or Indirect

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

SEC 1473 (7-02)

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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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

**Expiration Title** Date

Amount or Number of Shares

Derivative Security Direct (D) or Indirect (I)

						(Instr. 5)	
Series E Preferred Warrant (Right to Buy)	(1)	(2)	Common Stock	11,924 <u>(1)</u> <u>(3)</u>	\$ 24.22	I	See footnotes $\frac{(4)}{(5)}$
Series E Preferred Stock	(1)	(6)	Common Stock	47,400 <u>(1)</u> <u>(3)</u>	\$ 0	I	See footnotes $\frac{(4)}{(5)}$
Series C Preferred Stock	(7)	(7)	Common Stock	320,063 (3)	\$ 0	I	See footnotes $\frac{(4)}{(5)}$
Series D Preferred Stock	(7)	(7)	Common Stock	66,991 (3)	\$ 0	I	See footnotes $\frac{(4)}{(5)}$
Series E Preferred Warrant (Right to Buy)	(1)	(2)	Common Stock	11,924 <u>(1)</u> <u>(3)</u>	\$ 24.22	I	See footnotes (5) (8)
Series E Preferred Stock	(1)	(6)	Common Stock	47,400 <u>(1)</u> <u>(3)</u>	\$ 0	I	See footnotes (5) (8)
Series C Preferred Stock	(7)	(7)	Common Stock	320,063 (3)	\$ 0	I	See footnotes (5) (8)
Series D Preferred Stock	(7)	(7)	Common Stock	66,991 <u>(3)</u>	\$ 0	I	See footnotes (5)

### **Reporting Owners**

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

Exhibit List

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Exhibit 24.1 - Power of Attorney

### Exhibit 24.2 - Power of 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.