

McPhail Steven
 Form 4
 September 22, 2017

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 *
 McPhail Steven

(Last) (First) (Middle)

C/O FLUIDIGM CORPORATION, 7000 SHORELINE COURT, SUITE 100

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/20/2017

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)
 Chief Commercial Officer

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)
				(A) or (D)	Amount		Price

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.23	09/20/2017		D			31,000	<u>(1)</u>	05/21/2025	Common Stock	31,000
Employee Stock Option (Right to Buy)	\$ 5.13	09/20/2017		A			7,127	<u>(3)</u>	09/20/2027	Common Stock	7,127
Employee Stock Option (Right to Buy)	\$ 7.1	09/20/2017		D			13,500	<u>(4)</u>	03/04/2026	Common Stock	13,500
Employee Stock Option (Right to Buy)	\$ 5.13	09/20/2017		A			8,941	<u>(3)</u>	<u>(6)</u>	Common Stock	8,941
Employee Stock Option (Right to Buy)	\$ 6.16	09/20/2017		D			51,375	<u>(7)</u>	02/13/2027	Common Stock	51,375
Employee Stock Option (Right to Buy)	\$ 5.13	09/20/2017		A			36,697	<u>(3)</u>	<u>(6)</u>	Common Stock	36,697

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McPhail Steven C/O FLUIDIGM CORPORATION			Chief Commercial Officer	

7000 SHORELINE COURT, SUITE 100
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Nicholas Khadder,
Attorney-in-fact

09/22/2017

__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) The Option provided for vesting of 12/48th of the total number of shares subject to the Option on May 7, 2016 and thirty-six equal monthly installments beginning on June 7, 2017.

On September 20, 2017, the Issuer cancelled, pursuant to the Issuer's option exchange program, an Option for 31,000 shares of FLDM common stock granted to the Reporting Person on May 21, 2015. In exchange, the Reporting Person received a replacement Option, for 7,127 shares, having an exercise price of \$5.13 per share.

(3) 1/12th of the total number of shares underlying the Option will vest on February 20, 2018, and 1/12th of the total number of shares underlying the Option granted will vest every three months thereafter until fully vested, subject to the Reporting Person's continued status as a Service Provider as defined in the Company's 2011 Equity Incentive Plan through the applicable vest date.

(4) The Option provided for vesting in forty-eight equal monthly installments beginning on February 1, 2016.

On September 20, 2017, the Issuer cancelled, pursuant to the Issuer's option exchange program, an Option for 13,500 shares of FLDM common stock granted to the Reporting Person on March 4, 2016. In exchange, the Reporting Person received a replacement Option, for 8,941 shares, having an exercise price of \$5.13 per share.

(6) The Option expiration date is September 20, 2027.

(7) The Option provided for vesting in forty-eight equal monthly installments beginning on February 1, 2017.

On September 20, 2017, the Issuer cancelled, pursuant to the Issuer's option exchange program, an Option for 51,375 shares of FLDM common stock granted to the Reporting Person on February 13, 2017. In exchange, the Reporting Person received a replacement Option, for 36,697 shares, having an exercise price of \$5.13 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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