

McPhail Steven  
Form 4  
February 21, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)  
02/20/2019

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 Beneficial Ownership (Instr. 4) |                       |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|-----------------------|---|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                        |                       |   |
| Common Stock                    | 02/20/2019                           |                                                    | M                              |                                                                   | 775                                                                                           | A                                                        | \$ 0                                         | 55,470 <sup>(1)</sup> | D |
| Common Stock                    | 02/20/2019                           |                                                    | M                              |                                                                   | 338                                                                                           | A                                                        | \$ 0                                         | 55,808                | D |
| Common Stock                    | 02/20/2019                           |                                                    | M                              |                                                                   | 1,285                                                                                         | A                                                        | \$ 0                                         | 57,093                | D |
| Common Stock                    | 02/20/2019                           |                                                    | M                              |                                                                   | 1,324                                                                                         | A                                                        | \$ 0                                         | 58,417                | D |
|                                 | 02/20/2019                           |                                                    | F                              |                                                                   | 1,305                                                                                         | D                                                        |                                              | 57,112                | D |

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Common Stock \$ 10.78

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                       | Amount or Number of Shares |
| Restricted Stock Units                     | (2)                                                    | 02/20/2019                           |                                                    | M                              | 775                                                                                     | (3)                                                      | (3)                                                           | Common Stock                                                | 775                        |
| Restricted Stock Units                     | (2)                                                    | 02/20/2019                           |                                                    | M                              | 338                                                                                     | (4)                                                      | (4)                                                           | Common Stock                                                | 338                        |
| Restricted Stock Units                     | (2)                                                    | 02/20/2019                           |                                                    | M                              | 1,285                                                                                   | (5)                                                      | (5)                                                           | Common Stock                                                | 1,285                      |
| Restricted Stock Units                     | (2)                                                    | 02/20/2019                           |                                                    | M                              | 1,324                                                                                   | (6)                                                      | (6)                                                           | Common Stock                                                | 1,324                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

McPhail Steven  
C/O FLUIDIGM CORPORATION  
7000 SHORELINE COURT, SUITE 100  
SOUTH SAN FRANCISCO, CA 94080

Chief Commercial Officer

## Signatures

/s/ Steven McPhail by Nicholas Khadder,  
Attorney-in-Fact

02/21/2019

\_\_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) Includes 3,756 shares purchased on November 30, 2018 under the Company's 2017 Employee Stock Purchase Plan.
  - (2) Each Restricted Stock Unit represents the contingent right to receive one share of FLDM common stock upon vesting of the unit.  
On May 21, 2015, the Reporting Person was granted 12,400 Restricted Stock Units of which 12/48th of the total number of shares underlying the Restricted Stock Units granted vested on May 20, 2016, and 3/48th of the total number of shares underlying the Restricted Stock Units granted have vested and will vest every three months thereafter until fully vested, subject to recipient's continued status as a Service Provider (as defined in the Company's 2011 Equity Incentive Plan) through the applicable vest date.
  - (3) On March 4, 2016, the Reporting Person was granted 5,400 Restricted Stock Units of which 4/48th of the total number of shares underlying the Restricted Stock Units granted vested on May 20, 2016, and 3/48th of the total number of shares underlying the Restricted Stock Units granted have vested and will vest every three months thereafter until fully vested, subject to recipient's continued status as a Service Provider (as defined in the Company's 2011 Equity Incentive Plan) through the applicable vest date.
  - (4) On February 13, 2017, the Reporting Person was granted 20,550 Restricted Stock Units of which 4/48th of the total number of shares underlying the Restricted Stock Units granted vested on May 20, 2017, and 3/48th of the total number of shares underlying the Restricted Stock Units granted have vested and will vest every three months thereafter until fully vested, subject to recipient's continued status as a Service Provider (as defined in the Company's 2011 Equity Incentive Plan) through the applicable vest date.
  - (5) On June 11, 2018, the Reporting Person was granted 21,186 Restricted Stock Units of which 3/48th of the total number of shares underlying the Restricted Stock Units granted vested on August 20, 2018, and 3/48th of the total number of shares underlying the Restricted Stock Units granted have vested and will vest every three months thereafter until fully vested, subject to recipient's continued status as a Service Provider (as defined in the Company's 2011 Equity Incentive Plan) through the applicable vest date.
  - (6)

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.