

FLUIDIGM CORP  
Form 8-K  
August 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**August 16, 2012**

**FLUIDIGM CORPORATION**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer

File Number)

Identification No.)

**7000 Shoreline Court, Suite 100**

**South San Francisco, California 94080**

(Address of principal executive offices, including zip code)

**(650) 266-6000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 16, 2012, Fluidigm Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Piper Jaffray & Co. and Cowen and Company, LLC, as joint book-running managers and representatives of the several underwriters party thereto (collectively, the Underwriters) relating to the public offering (the Offering) of 3,660,000 shares of the Company's common stock, \$0.001 par value per share (the Common Stock), at a price to the public of \$14.25 per share (the Offering Price), less underwriting discounts and commissions. Under the terms of the Underwriting Agreement, the Company has also granted the Underwriters a 30-day option to purchase up to an additional 549,000 shares of Common Stock to cover over-allotments, if any, at the Offering Price. The net proceeds to the Company from the sale of the Common Stock, after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the Company, are expected to be approximately \$48.7 million assuming no exercise by the Underwriters of their over-allotment option, or \$56.1 million if the Underwriters exercise their over-allotment option in full. The Offering is expected to close on August 21, 2012, subject to the satisfaction of customary closing conditions.

The Common Stock is being offered and sold pursuant to a prospectus dated May 10, 2012 and a preliminary prospectus supplement filed with the U.S. Securities and Exchange Commission (the SEC) on August 16, 2012, in connection with a takedown from the Company's effective shelf registration statement on Form S-3 (File No. 333-180550), as amended, declared effective by the SEC on May 10, 2012.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The Underwriting Agreement has been filed with this report to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement.

The foregoing is only a brief description of the material terms of the Underwriting Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder, and is qualified in its entirety by reference to the Underwriting Agreement that is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

The legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation relating to the Common Stock being offered is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

On August 16, 2012, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibits are deemed to have been filed with the Securities and Exchange Commission:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of August 16, 2012, among Fluidigm Corporation and the several underwriters party thereto.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
99.1	Press Release issued by Fluidigm Corporation dated August 16, 2012.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FLUIDIGM CORPORATION**

By: /s/ Vikram Jog  
Vikram Jog

Chief Financial Officer

Date: August 16, 2012

**EXHIBIT INDEX**

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