

FLUIDIGM CORP  
Form S-8  
February 26, 2015

As filed with the Securities and Exchange Commission on February 26, 2015  
Registration No. 333-

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

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FORM S-8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

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FLUIDIGM CORPORATION  
(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

77-0513190  
(I.R.S. Employer  
Identification Number)

7000 Shoreline Court, Suite 100  
South San Francisco, California 94080  
(Address of principal executive offices, including zip code)

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2011 Equity Incentive Plan  
(Full title of the plan)

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Gajus V. Worthington  
President and Chief Executive Officer  
7000 Shoreline Court, Suite 100  
South San Francisco, California 94080  
(650) 266-6000  
(Name, address and telephone number, including area code, of agent for service)

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Copy to:  
Robert F. Kornegay  
Wilson Sonsini Goodrich & Rosati, P.C.  
650 Page Mill Road

Palo Alto, California 94304  
(650) 493-9300

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered  | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-----------------------------|---|---|----------------------------|
| Common stock, \$0.001 par value per share, under the 2011 Equity Incentive Plan | 1,000,000 (2)               | \$38.81 (3)                               | \$38,810,000                              | \$4,509.73                 |

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2011 Equity Incentive Plan (“2011 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock. Represents shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the 2011 Plan on January 1, 2015 pursuant to an “evergreen” provision contained in the 2011 Plan. Pursuant to such provision, on January 1st of each fiscal year beginning with the 2012 fiscal year, the number of shares available for issuance under the 2011 Plan is automatically increased in an amount equal to the least of (i) 1,000,000 shares of the Registrant’s common stock, (ii) four percent (4%) of the number of shares of the Registrant’s common stock outstanding on December 31st of the preceding fiscal year, or (iii) such number of shares of the Registrant’s common stock determined by the Registrant’s board of directors. Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the total registration fee. Computation based on the average of the high and low prices of the Registrant’s common stock as reported on the NASDAQ Global Select Market on February 19, 2015.

INCORPORATION BY REFERENCE OF CONTENTS OF

REGISTRATION STATEMENT ON FORM S-8 NOS. 333-172206, 333-180363, 333-187204, 333-194084

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plan are effective. The Registrant previously registered shares of its common stock for issuance under the 2011 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on February 11, 2011 (File No. 333-172206), March 26, 2012 (File No. 333-180363), March 12, 2013 (File No. 333-187204), and February 21, 2014 (333-194084). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of those Registration Statements referenced above.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2014 (the "Annual Report"), filed with the Commission on February 26, 2015; and
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Annual Report.

The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form (3)8-A (File No. 001-34180) filed with the Commission on February 7, 2011, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

| Exhibit Number | Description   |
|----------------|---|
| 4.1*           | Specimen common stock certificate of Registrant (which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-170965), as amended ("Registrant's Form S-1"). |
| 4.4*           | 2011 Equity Incentive Plan and forms of agreement thereunder (which are incorporated herein by reference to Exhibit 10.4 and 10.4A to the Registrant's Form S-1).   |
| 5.1            | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.  |
| 23.1           | Consent of Independent Registered Public Accounting Firm.   |
| 23.2           | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).  |
| 24.1           | Power of Attorney (contained on signature page hereto).   |

\* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-170965), as declared effective on February 9, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on February 26, 2015.

**FLUIDIGM CORPORATION**

By: /s/ Gajus V. Worthington  
 Gajus V. Worthington  
 President and Chief Executive  
 Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gajus V. Worthington and Vikram Jog and each of them, as his true and lawful attorney in fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date              |
|--|--|-------------------|
| /s/ Gajus V. Worthington<br>Gajus V. Worthington | President and Chief Executive Officer<br>(Principal Executive Officer); Director | February 26, 2015 |
| /s/ Vikram Jog<br>Vikram Jog                     | Chief Financial Officer (Principal Financial<br>and Accounting Officer)          | February 26, 2015 |
| /s/ Samuel D. Colella<br>Samuel D. Colella       | Chairman of the Board of Directors   | February 26, 2015 |
| /s/ Gerhard F. Burbach<br>Gerhard F. Burbach     | Director   | February 25, 2015 |
| /s/ Evan Jones<br>Evan Jones                     | Director   | February 26, 2015 |
| /s/ Patrick S. Jones<br>Patrick S. Jones         | Director   | February 26, 2015 |
| /s/ John A. Young<br>John A. Young               | Director   | February 26, 2015 |

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