

FLUIDIGM CORP
Form 4/A
February 18, 2011

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 *
COLELLA SAMUEL D

(Last) (First) (Middle)

3000 SAND HILL ROAD,
BUILDING FOUR, SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
02/17/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/15/2011	02/15/2011	C ⁽¹⁾		2,065	A	2,065	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾		7,297	A	9,362	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾		6,401	A	15,763	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾		1,769	A	17,532	I	See Footnotes

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									(3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽¹⁾	5,185	A	(2)	22,717	I	See Footnotes (4) (6)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	29,190	A	(2)	51,907	I	See Footnotes (4) (6)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	13,442	A	(2)	65,349	I	See Footnotes (4) (6)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	3,715	A	(2)	69,064	I	See Footnotes (4) (6)
Common Stock	02/15/2011	02/15/2011	C ⁽¹⁾	2,092	A	(2)	71,156	I	See Footnotes (4) (7)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	10,425	A	(2)	81,581	I	See Footnotes (4) (7)

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

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(9-02)

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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series E Preferred Stock	(2)	02/15/2011	02/15/2011	C	2,065	(8)	(8)	Common Stock	2,065
Series B Preferred Stock	(2)	02/15/2011	02/15/2011	C	7,297	(9)	(9)	Common Stock	7,297

Series C Preferred Stock	(2)	02/15/2011	02/15/2011	C	6,401	(9)	(9)	Common Stock	6,401
Series D Preferred Stock	(2)	02/15/2011	02/15/2011	C	1,769	(9)	(9)	Common Stock	1,769
Series E Preferred Stock	(2)	02/15/2011	02/15/2011	C	5,185	(8)	(8)	Common Stock	5,185
Series B Preferred Stock	(2)	02/15/2011	02/15/2011	C	29,190	(9)	(9)	Common Stock	29,190
Series C Preferred Stock	(2)	02/15/2011	02/15/2011	C	13,442	(9)	(9)	Common Stock	13,442
Series D Preferred Stock	(2)	02/15/2011	02/15/2011	C	3,715	(9)	(9)	Common Stock	3,715
Series E Preferred Stock	(2)	02/15/2011	02/15/2011	C	2,092	(8)	(8)	Common Stock	2,092
Series B Preferred Stock	(2)	02/15/2011	02/15/2011	C	10,425	(9)	(9)	Common Stock	10,425

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA SAMUEL D 3000 SAND HILL ROAD, BUILDING FOUR SUITE 210 MENLO PARK, CA 94025	X			

Signatures

/s/ William Smith,
attorney-in-fact

02/16/2011

__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) Represents shares of Common Stock issued upon conversion of shares of Series E Preferred Stock on a 1-for 1.300053676865 basis.

(2) Not applicable.

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- (3) Versant Affiliates Fund I-A, L.P., is the record holder of the securities reported.
- Voting and investment power over the shares directly held by Versant Venture Capital I, L.P., Versant Affiliates Fund I-A, L.P., Versant Affiliates Fund I-B, L.P., and Versant Side Fund I, L.P., is held by Versant Ventures I, LLC, their sole General Partner, Samuel D. Colella, the reporting person is a Managing Member of Versant Ventures I, LLC but he disclaims beneficial ownership of these shares,
- (4) except to the extent of his pecuniary interest therein. The individual Managing Members of Versant Ventures I, LLC are Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Barbara N. Lubash, Donald B. Milder, and Rebecca B. Robertson, all of whom share voting and dispositive control. Each respective individual General Partner disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest therein.
- (5) Represents shares of Common Stock issued upon the conversion of shares of Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock on a 1-for-1 basis.
- (6) Versant Affiliates Fund I-B, L.P. is the record holder of the securities reported.
- (7) Versant Side Fund I, L.P., is the record holder of the securities reported.
- (8) Each share of Series E Preferred Stock automatically converted into 1.300053676865 share of Common Stock on February 15, 2011, the closing date of the Issuer's initial public offering (the "Closing") and has no expiration date.
- (9) Each share of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted into one share of Common Stock on the Closing Date and has no expiration date.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

Form 1 of 2

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.