

JOG VIKRAM
Form 3
February 09, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â JOG VIKRAM

(Last) (First) (Middle)

FLUIDIGM CORPORATION,Â 7000 SHORELINE COURT, SUITE 100

(Street)

SOUTH SAN FRANCISCO,Â CAÂ 94080

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/09/2011

3. Issuer Name and Ticker or Trading Symbol

FLUIDIGM CORP [FLDM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

Chief Financial Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E1 Preferred Warrant (Right to Buy)	Â (1)	Â (2)	Common Stock	2,064 (3)	\$ 0.02	I	See footnote (4)
Stock Option (Right to Buy)	Â (5)	Â (5)	Common Stock	5,780 (3)	\$ 8.38	D	Â
Stock Option (Right to Buy)	Â (6)	Â (6)	Common Stock	5,780 (3)	\$ 8.38	D	Â
Stock Option (Right to Buy)	Â (7)	Â (7)	Common Stock	82,576 (3)	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â (8)	Â (8)	Common Stock	8,257 (3)	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â (9)	Â (9)	Common Stock	8,257 (3)	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â (10)	Â (10)	Common Stock	5,780 (3)	\$ 4.09	D	Â
Stock Option (Right to Buy)	Â (11)	Â (11)	Common Stock	5,780 (3)	\$ 4.09	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOG VIKRAM FLUIDIGM CORPORATION 7000 SHORELINE COURT, SUITE 100 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Vikram Jog 02/09/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Reflects the automatic conversion of each share of Series E1 Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share has no expiration date.
- (2) Expires immediately prior to the closing of the Issuer's initial public offering.
- (3) Reflects a 1-for-1.73 reverse stock split of the Issuer's outstanding shares effected February 3, 2011.
- (4) The Vikram and Pratima Jog Family Trust U/A dated June 23, 2009 is the record holder of the securities reported on line 1 of Table 2. Vikram Jog and Pratima Jog are trustees of the Vikram and Pratima Family Trust U/A dated June 23, 2009.

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- (5) 25% of the shares subject to the Option shall vest on the one year anniversary of April 1, 2010 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option shall vest on each monthly anniversary of the Vesting Commencement Date such that the Option will be fully vested on April 1, 2014; provided that vesting for a percentage of the Option equal to the Company's percentage achievement of its 2010 corporate goals shall be accelerated to December 31, 2010. The percentage of the Option not accelerated shall vest over 4 years as described above. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.
- (6) 100% of the shares subject to the Option shall vest on April 1, 2014; provided that vesting for a percentage of the shares subject to the Option equal to the reporting person's percentage achievement of his 2010 departmental goals shall be accelerated to December 31, 2010. The shares, if any, not subject to such accelerated vesting shall vest on April 1, 2014. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.
- (7) The Option was originally granted on February 7, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 18.75% of the shares subject to the Option shall vest on the one year anniversary of February 7, 2008 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option shall vest monthly thereafter on the same day of the month as the Vesting Commencement Date such that all shares subject to the Option shall be fully vested on a date fifty one months after the Vesting Commencement Date. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on February 6, 2018.
- (8) The Option was originally granted on February 7, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 5,215 shares subject to the Option were vested as of the re-grant date and thereafter 97 shares vested monthly until March 1, 2012 and thereafter 171 shares will vest monthly. The Option will fully vest on May 1, 2012 and shall expire on February 6, 2018.
- (9) The Option was originally granted on February 7, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 5,263 shares subject to the Option were vested as of the re-grant date, an additional 2,477 shares will vest on December 31, 2011 and 171 shares will vest monthly thereafter. The Option will fully vest on March 31, 2012 and shall expire on February 6, 2018.
- (10) 100% of the shares subject to the Option will vest on December 31, 2012; provided that a percentage of the Option equal to the percentage of the reporting person's departmental goals that are achieved would become fully vested effective as of December 31, 2009. The compensation committee determined that the reporting person met the performance criteria for 2009, resulting in the Option then becoming fully vested on December 31, 2009. The Option shall expire on November 17, 2019.
- (11) The compensation committee determined that 70% of the Issuer's corporate goals for 2009 had been achieved. This resulted in 70% of the shares subject to the Option vesting on December 31, 2009, 25% of the remaining 40% of the shares subject to the Option vested on April 1, 2010 and 1/48th of the remaining unvested shares subject to the Option shall vest each month thereafter such that all shares subject to the Option shall be fully vested on April 1, 2013. The Option shall expire on November 17, 2009.

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Remarks:

Exhibit 24 - Power of Attorney

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.