LEVIN CAPITAL STRATEGIES, L.P.
Form 4
April 02, 2019

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVIN CAPITAL STRATEGIES, L.P.

(Last) (First) (Middle)

595 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Passive Investor

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 (1) (2)	03/29/2019		J		9,964,738	D	(6)	2,467,538	I	By: Managed Accounts of Levin Capital Strategies, L.P. (3) (4)
Common Stock (1) (2)	03/31/2019		J		2,304,728	D	(6)	162,810	I	By: Managed Accounts of Levin Capital Strategies, L.P. (3) (4)
Common Stock (1)								95,606	I	By: Bi-Directional

[(2)]					Disequilibrium Fund, L.P. [(5)]
Common Stock [(1)] [(2)]			49,179	I	By: John A. Levin [(7)]

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN CAPITAL STRATEGIES, L.P. 595 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022		X		Passive Investor
Levin Capital Strategies GP, LLC 595 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022		X		Passive Investor
Bi-Directional Disequilibrium Fund, L.P. 595 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022		X		Passive Investor
		X		Passive Investor

LCS, LLC
595 MADISON AVENUE, 17TH FLOOR
NEW YORK, NY 10022

LEVIN JOHN A
595 MADISON AVENUE
17TH FLOOR
NEW YORK, NY 10020

X Passive Investor

Signatures

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief Executive Officer	04/02/2019
**Signature of Reporting Person	Date
Levin Capital Strategies GP, LLC; By: John A. Levin 2005 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee	04/02/2019
**Signature of Reporting Person	Date
Bi-Directional Disequilibrium Fund, L.P.; By: LCS; By: /s/ John A. Levin, Managing Member	04/02/2019
**Signature of Reporting Person	Date
LCS, LLC; By: /s/ John A. Levin, Managing Member	04/02/2019
**Signature of Reporting Person	Date
/s/ John A. Levin	04/02/2019
**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) This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Bi-Directional Disequilibrium Fund, L.P. ("BDD")(formerly known as Levin Capital Trilogy Master Fund, Ltd.), LCS, LLC ("LCSL"), and John A. Levin (collectively, the "Reporting Persons"). The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 4 as a result of acquiring over 20% of the Issuer's outstanding shares of Common Stock. The Reporting Persons have not acquired the shares with a purpose or effect of changing or influencing control of the Issuer.

(2) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be construed as an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any of the securities reported herein under Section 16 or otherwise. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

(3) Shares held in certain separately managed accounts (the "Managed Accounts"). LCS, as the investment manager to the Managed Accounts, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the Managed Accounts, as LCS receives an asset-based management fee for serving as investment manager to the Managed Accounts, except that with respect to 127,460 shares held in the Managed Accounts, LCS receives a performance-based incentive fee. The performance-based incentive fee LCS receives also does not constitute a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act, as such fee is based on the performance of the overall account, over a period of one year or more, and the shares of the Issuer held in such accounts constitute no more than 10% of the market value thereof.

(4) For the reasons set forth in footnote 3, none of LCS GP, BDD, LCSL and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts.

(5) Shares owned directly by BDD. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. LCS, as the investment advisor of BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by BDD.

(6) On March 29, 2019, LCS sold its long-only institutional business, which controlled 12,432,276 shares of the Issuer, to an unaffiliated entity, Levin Easterly Partners LLC. As a result, the Reporting Persons no longer have voting and dispositive power with respect to those shares.

(7) Purusant to an investment mangement with LCS and John A. Levin, 11,139 shares held by the spouse of Mr. Levin may be deemed to be beneficially owned by LCS and Mr. Levin.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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