

FLUIDIGM CORP
Form SC 13D/A
August 15, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Fluidigm Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

34385P108

(CUSIP Number)

John A. Levin

Levin Capital Strategies, L.P.

595 Madison Avenue, 17th Floor

New York, NY 10022

(212) 259-0800

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 10, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Levin Capital Strategies, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC, AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,274,483

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

11,395,014

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,395,014

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14. TYPE OF REPORTING PERSON (see instructions)

IA

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Levin Capital Strategies GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

- | | |
|--------------|------------------------------|
| Delaware | |
| NUMBER OF | 7. SOLE VOTING POWER |
| SHARES | |
| BENEFICIALLY | |
| OWNED BY | |
| EACH | 0 |
| REPORTING | 8. SHARED VOTING POWER |
| PERSON WITH | |
| | 8,274,483 |
| | 9. SOLE DISPOSITIVE POWER |
| | |
| | 0 |
| | 10. SHARED DISPOSITIVE POWER |

11,395,014

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,395,014

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14. TYPE OF REPORTING PERSON (see instructions)

OO

3

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Levin Capital Trilogy Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

82,884

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

82,884

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,884

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

OO

4

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

82,884

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

82,884

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,884

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

OO

5

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Levcap Alternative Fund, L.P..

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

56,820

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

56,820

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,820

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

PN

6

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS Event Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

56,820

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

56,820

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,820

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

OO

7

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Safinia Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC,

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

19,818

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

19,818

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,818

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

PN

8

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS L/S, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

19,818

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

19,818

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,818

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON (see instructions)

OO

9

CUSIP NO. 34385P108

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John A. Levin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,331,303

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

11,395,014

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,395,014

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14. TYPE OF REPORTING PERSON (see instructions)

IN

10

CUSIP NO. 34385P108

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”). The Reporting Persons (as defined below) remain passive investors in the Issuer (as defined below) and are filing the Schedule 13D as a result of acquiring over 20% of the outstanding Shares (as defined below) of the Issuer.

ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, par value \$0.001 per share (the “Shares”), of Fluidigm Corporation, a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 7000 Shoreline Court, Suite 100, South San Francisco, California 94080.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is filed by:

- (i) Levin Capital Strategies, L.P., a Delaware limited partnership (“LCS”),
- (ii) Levin Capital Strategies GP, LLC, a Delaware limited liability company (“LCS GP”),
- (iii) Levin Capital Trilogy Master Fund, Ltd., a Cayman Islands exempt company (“Trilogy”),
- (iv) LCS, LLC, a Delaware limited liability company (“LCSL”),
- (v) Levcap Alternative Fund, L.P., a Delaware limited partnership (“Levcap”),
- (vi) LCS Event Partners, LLC, a Delaware limited liability company (“LCSEP”),
- (vii) Safinia Partners, L.P., a Delaware limited partnership (“Safinia”),
- (viii) LCS L/S, LLC, a Delaware limited liability company (“LCSLS”), and
- (ix) John A. Levin, a U.S. citizen (“Mr. Levin”).

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

Set forth on Appendix A annexed hereto (“Appendix A”) is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the directors of Trilogy. Trilogy does not have any executive officers.

(b) The address of the principal executive office of each of the Reporting Persons is: 595 Madison Avenue, 17th Floor, New York, New York 10022.

(c) The principal business of LCS is acting as the investment advisor to Trilogy, Levcap, Safinia and certain managed accounts and as a sub-investment advisor to certain other investment companies, as further described in Item 5. The principal business of LCS GP is acting as the general partner of LCS. The principal business of Trilogy, Levcap and Safinia is investing in securities. The principal business of LCSL is acting as the general partner to Trilogy. The principal business of LCSEP is acting as the general partner to Levcap. The principal business of LCSLS is acting as the general partner to Safinia. The principal business of Mr. Levin is acting as the Chief Executive Officer of LCS and the managing member of each of LCSL, LCSEP and LCSLS.

CUSIP NO. 34385P108

(d) During the last five years, no Reporting Person, nor any person listed on Appendix A, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, no Reporting Person, nor any person listed on Appendix A, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in such Reporting Person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Except as set forth on Appendix A, Levin and each person listed on Appendix A is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Shares purchased by LCS were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 11,395,014 Shares owned directly by LCS is approximately \$66,425,633, including brokerage commissions.

The Shares purchased by Trilogy were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 82,884 Shares owned directly by Trilogy is approximately \$504,310, including brokerage commissions.

The Shares purchased by Levcap were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 56,820 Shares owned directly by Levcap is approximately \$280,825, including brokerage commissions.

The Shares purchased by Safinia were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 19,818 Shares owned directly by Safinia is approximately \$107,616, including brokerage commissions.

To the best of the Reporting Persons' knowledge, none of the persons listed on Appendix A beneficially owns any securities of the Issuer.

ITEM 4.

PURPOSE OF TRANSACTION.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. The Reporting Persons remain passive investors in the Issuer and are filing the Schedule 13D as a result of acquiring over 20% of the outstanding Shares of

the Issuer. The Reporting Persons have not acquired the Shares with a purpose or effect of changing or influencing control of the Issuer and no Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D. The Reporting Persons may acquire or dispose of Shares in the future.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The aggregate percentage of Shares reported owned by each person named herein is based upon 38,505,144 Shares outstanding, which is the total number of Shares outstanding as of July 28, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2017, plus the 9,090,909 Shares sold by the Issuer on August 10, 2017 as reported in the Issuer's Prospectus Supplement on Form 424B5 filed with the Securities and Exchange Commission on August 11, 2017.

A. LCS

(a) As of the close of business on August 10, 2017, LCS beneficially owned 11,395,014 Shares.

Percentage: Approximately 29.6%.

- | | |
|---|---|
| (b) | 1. Sole power to vote or direct vote: 0 |
| 2. Shared power to vote or direct vote: 8,331,303* | |
| 3. Sole power to dispose or direct the disposition: 0 | |
| 4. Shared power to dispose or direct the disposition: 11,395,014* | |

* See Item 5(d) for further discussion.

(c) The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

B. LCS GP

(a) As the General Partner of LCS, LCS GP is deemed to beneficially own the 7,317,390 Shares beneficially owned by LCS.

Percentage: Approximately 29.6%.

- | | |
|---|---|
| (b) | 1. Sole power to vote or direct vote: 0 |
| 2. Shared power to vote or direct vote: 8,331,303* | |
| 3. Sole power to dispose or direct the disposition: 0 | |
| 4. Shared power to dispose or direct the disposition: 11,395,014* | |

* See Item 5(d) for further discussion.

(c) LCS GP has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

C. Trilogy

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(a) As of the close of business on August 10, 2017, Trilogy beneficially owned 82,884 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 82,884 *
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 82,884 *

* As the general partner to Trilogy, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to Trilogy, LCS has shared voting and dispositive power over these Shares.

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(c) The transactions in the Shares by Trilogy during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

D. LCSL

(a) As the General Partner of Trilogy, LCSL is deemed to beneficially own the 82,884 Shares beneficially owned by Trilogy.

Percentage: Less than 1.0%.

- (b)
- | |
|--|
| 1. Sole power to vote or direct vote: 0 |
| 2. Shared power to vote or direct vote: 82,884 * |
| 3. Sole power to dispose or direct the disposition: 0 |
| 4. Shared power to dispose or direct the disposition: 82,884 * |

* As the general partner to Trilogy, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to Trilogy, LCS has shared voting and dispositive power over these Shares.

(c) LCSL has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by Trilogy during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Levcap

(a) As of the close of business on August 10, 2017, Levcap beneficially owned 22,453 Shares.

Percentage: Less than 1.0%.

- (b)
- | |
|---|
| 1. Sole power to vote or direct vote: 0 |
| 2. Shared power to vote or direct vote: 56,820 * |
| 3. Sole power to dispose or direct the disposition: 0 |
| 4. Shared power to dispose or direct the disposition: 56,820* |

* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c) The transactions in the Shares by Levcap during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 34385P108

F. LCSEP

(a) As the General Partner of Levcap, LCSEP is deemed to beneficially own the 56,820 Shares beneficially owned by Levcap.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 56,820 *
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 56,820*

* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c) LCSEP has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by Levcap during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

G. Safinia

(a) As of the close of business on August 10, 2017, Safinia beneficially owned 19,818 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 19,818 *
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 19,818 *

* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c) The transactions in the Shares by Safinia during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

H. LCSLS

(a) As the General Partner of Safinia, LCSLS is deemed to beneficially own the 19,818 Shares beneficially owned by Safinia. Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 19,818 *

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 19,818 *

* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c) LCSLS has not undertaken any transactions in the Shares during the past 60 days.

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CUSIP NO. 34385P108

I. John Levin

(a) As the Chief Executive Officer of LCS and the Managing Member of each of LCSL, LCSEP and LCSLS, Mr. Levin is deemed to beneficially own 7,317,390 Shares beneficially owned by LCS.

Percentage: Approximately 29.6%.

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 8,331,303*
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 11,395,014*

* See Item 5(d) for further discussion.

(c) Mr. Levin has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. 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.

To the best of the Reporting Persons' knowledge, none of the persons listed on Appendix A beneficially owns any securities of the Issuer.

(d) Transamerica Large Cap Value Fund ("Transamerica"), a registered investment company under the Investment Company Act of 1940, as amended, for which LCS acts as sub-investment advisor, has the right to receive dividends from, and the proceeds from the sale of, 1,113,376 Shares. Voting and dispositive power over such Shares is deemed to be shared between LCS and Transamerica.

Various separately managed accounts for whom LCS acts as investment manager have the right to receive dividends from, and the proceeds from the sale of 10,122,116 Shares. Dispositive power over such Shares is shared. Voting power over such Shares is deemed shared between such managed accounts and LCS with respect to 7,058,405 Shares. The managed accounts have sole voting power over the remaining 3,063,711 Shares.

(e) Not applicable

ITEM CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO
6. SECURITIES OF THE ISSUER.

On August 10, 2017, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

To the best of the Reporting Persons' knowledge, except as otherwise set forth herein, none of the persons listed on Appendix A is a party to any contract, agreement or understanding required to be disclosed herein.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

99.1 Joint Filing Agreement

CUSIP NO. 34385P108

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 14, 2017

Levin Capital Strategies, L.P.

By: /s/ John A. Levin
Name: John A. Levin
Title: Chief Executive Officer

Levin Capital Strategies
GP, LLC

By: John A. Levin 2005
GRAT Separation
Trust, as Managing
Member

By: /s/ Elisabeth Levin
Name: Elisabeth Levin
Title: Trustee

Levin Capital Trilogy Master
Fund, Ltd.

By: LCS, LLC, its General
Partner

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

LCS, LLC

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

Levcap Alternative Fund, L.P.

By: LCS Event Partners, LLC,
its General Partner

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

LCS Event Partners, LLC

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

CUSIP NO. 34385P108

Safinia Partners, L.P.

By: LCS L/S, LLC, its
General Partner

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

LCS L/S, LLC

By: /s/ John A. Levin
Name: John A. Levin
Title: Managing Member

/s/ John A. Levin
John A. Levin

CUSIP NO. 34385P108

Appendix A

Directors of Levin Capital Trilogy Master Fund, Ltd.

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
John Mackin, Director	Levin Capital Strategies, L.P.	595 Madison Avenue, 17th Floor New York, NY 10022 Regatta Office Park, Windward 1 Suite 110, PO Box 31527 Grand Cayman, KY1-1207 Cayman Islands
Lisa Alexander, Director	Attorney at 19 Degrees North Fund Services, Ltd.	Regatta Office Park, Windward 1 Suite 110, PO Box 31527 Grand Cayman, KY1-1207 Cayman Islands
Scott P. Lennon, Director	Attorney at 19 Degrees North Fund Services, Ltd.	Regatta Office Park, Windward 1 Suite 110, PO Box 31527 Grand Cayman, KY1-1207 Cayman Islands

Exceptions to Item 2(f) of the Schedule 13D

Lisa Alexander and Scott P. Lennon are citizens of Canada.

CUSIP NO. 34385P108

Schedule A**Transactions in the Shares During the Past Sixty Days**

Date	Buy or Sell	Quantity	Price Per Share (before commission)	Reporting Person
8/9/2017	Buy	1,549	3.1838	Levin Capital Strategies, L.P.
8/10/2017	Buy	15,000	3.30	Transamerica Large Cap Value Fund
8/10/2017	Buy	31,816	3.30	Levin Capital Trilogy Master Fund, LTD.
8/10/2017	Buy	34,367	3.30	Levcap Alternative Fund, L.P.
8/10/2017	Buy	10,566	3.30	Safinia Partners, L.P.
8/10/2017	Buy	3,908,251	3.30	Levin Capital Strategies, L.P.
8/10/2017	Buy	500	3.2479	Levin Capital Strategies, L.P.
8/10/2017	Buy	1,080	3.31	Levin Capital Strategies, L.P.