LEVIN JOHN A
Form 4
September 21, 2018

# 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)
09/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
__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) | 09/17/2018 | | J | | 3,015 | D | (10) | 11,293,818 | I | By: Managed Accounts of Levin Capital Strategies, L.P. (3) (4) |
| Common Stock (1) (2) | 09/19/2018 | | P | | 40 | A | $ 8.2199 | 11,293,858 | 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. (6) |
| Common Stock (1) (2) | | 1,305,269 | I | By: Transamerica Large Cap Value Fund (5) |
| Common Stock (1) (2) | | 56,820 | I | By: Levcap Alternative Fund, L.P. (7) |
| Common Stock (1) (2) | | 19,818 | I | By: Safinia Partners, L.P. (8) |
| Common Stock (1) (2) | | 5,000 | I | By: Spouse of John A. Levin (9) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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. 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.<br>595 MADISON AVENUE<br>17TH FLOOR | | X | | Passive Investor |

| | | |
|---|---|---|
| NEW YORK, NY 10022 | | |
| Levin Capital Strategies GP, LLC<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| Bi-Directional Disequilibrium Fund, L.P.<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| Levcap Alternative Fund, L.P.<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| LCS Event Partners, LLC<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| Safinia Partners, L.P.<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| LCS L/S, LLC<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X | Passive Investor |
| LEVIN JOHN A<br>595 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10020 | X | Passive Investor |

## Signatures

| | |
|---|---|
| Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief Executive Officer | 09/21/2018 |
| **Signature of Reporting Person | Date |
| Levin Capital Strategies GP, LLC; By: John A. Levin 2005 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee | 09/21/2018 |
| **Signature of Reporting Person | Date |
| Bi-Directional Disequilibrium Fund, L.P.; By: LCS; By: /s/ John A. Levin, Managing Member | 09/21/2018 |
| **Signature of Reporting Person | Date |
| Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member | 09/21/2018 |
| **Signature of Reporting Person | Date |
| LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member | 09/21/2018 |
| **Signature of Reporting Person | Date |

| | |
|---|---|
| Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. Levin, Managing Member | 09/21/2018 |
| **Signature of Reporting Person | Date |
| LCS L/S, LLC; By: /s/ John A. Levin, Managing Member | 09/21/2018 |
| **Signature of Reporting Person | Date |
| /s/ John A. Levin | 09/21/2018 |
| **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.), Levcap Alternative Fund, L.P. ("Levcap"), LCS Event Partners, LLC ("LCSEP"), Safinia Partners, L.P. ("Safinia"), LCS L/S, LLC ("LCSLS"), 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, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts. |
| **(5)** | Shares held by the separate managed account Transamerica Large Cap Value Fund ("Transamerica"). LCS, as the sub-investment advisor to Transamerica, may be deemed to share voting and dispositive power over the shares held by Transamerica. LCS receives an asset-based management fee for serving as sub-investment advisor to Transamerica. Accordingly, LCS does not have a reportable pecuniary interest in the shares held by Transamerica. In addition, none of LCS GP, BDD, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica. |
| **(6)** | 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. |
| **(7)** | Shares owned directly by Levcap. LCSEP, as the general partner of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. LCS, as the investment advisor of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. |
| **(8)** | Shares owned directly by Safinia. LCSLS, as the general partner of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. LCS, as the investment advisor of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. |
| **(9)** | Shares owned directly by the spouse of Mr. Levin. Mr. Levin has investment discretion over such shares. |
| **(10)** | On September 17, 2018, one of the Managed Accounts that held 3,051 shares closed. Accordingly, as of September 17, 2018, LCS ceased to serve as the investment manager for such Managed Account and as such, relinquished all voting and dispositive power over the shares held in the Managed Account. |

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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