

Khadder Nicholas  
 Form 4  
 September 22, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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 \*  
 Khadder Nicholas

(Last) (First) (Middle)

C/O FLUIDIGM CORPORATION, 7000 SHORELINE COURT, SUITE 100

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/20/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  | Price                             |

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)**

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Employee Stock Option (Right to Buy)       | \$ 9.05  | 09/20/2017                           |  | D                              | 27,000  | <u>(1)</u> 08/09/2026                                    | Common Stock 27,000   |
| Employee Stock Option (Right to Buy)       | \$ 5.13  | 09/20/2017                           |  | A                              | 13,500  | <u>(3)</u> 09/20/2027                                    | Common Stock 13,500   |
| Employee Stock Option (Right to Buy)       | \$ 6.16  | 09/20/2017                           |  | D                              | 79,300  | <u>(4)</u> 02/13/2027                                    | Common Stock 79,300   |
| Employee Stock Option (Right to Buy)       | \$ 5.13  | 09/20/2017                           |  | A                              | 56,643  | <u>(3)</u> <u>(6)</u>                                    | Common Stock 56,643   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Khadder Nicholas<br>C/O FLUIDIGM CORPORATION<br>7000 SHORELINE COURT, SUITE 100<br>SOUTH SAN FRANCISCO, CA 94080 |               |           |         | See Remarks |

## Signatures

/s/ Nicholas Khadder 09/22/2017

\*\*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) The Option provided for vesting of 12/48th of the total number of shares subject to the Option on June 20, 2017 and thirty-six equal monthly installments beginning on July 20, 2017.

(2) On September 20, 2017, the Issuer cancelled, pursuant to the Issuer's option exchange program, an Option for 27,000 shares of FLDM common stock granted to the Reporting Person on August 9, 2016. In exchange, the Reporting Person received a replacement Option, for 13,500 shares, having an exercise price of \$5.13 per share.

(3) 1/12th of the total number of shares underlying the Option will vest on February 20, 2018, and 1/12th of the total number of shares underlying the Option granted will vest every three months thereafter until fully vested, subject to the Reporting Person's continued status as a Service Provider as defined in the Company's 2011 Equity Incentive Plan through the applicable vest date.

(4) The Option provided for vesting in forty-eight equal monthly installments beginning on February 1, 2017.

(5) On September 20, 2017, the Issuer cancelled, pursuant to the Issuer's option exchange program, an Option for 79,300 shares of FLDM common stock granted to the Reporting Person on February 13, 2017. In exchange, the Reporting Person received a replacement Option, for 56,643 shares, having an exercise price of \$5.13 per share.

(6) The Option expiration date is September 20, 2027.

### Remarks:

Senior Vice President, General Counsel, and Secretary

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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