

Worthington Gajus Vincent
 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Worthington Gajus Vincent		(Month/Day/Year)	FLUIDIGM CORP [FLDM]	
(Last)	(First)	(Middle)	02/09/2011	
7000 SHORELINE COURT, SUITE 100		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
SOUTH SAN FRANCISCO, CA 94080		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	
		President, CEO and Director		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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)
Common Stock	374,645 ⁽¹⁾	I	See footnote ⁽²⁾

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series E1 Preferred Warrant (Right to Buy)	Â (3)	Â (4)	Common Stock	515 (1) \$ 0.02		I	See footnote (2)
Stock Option (Right to Buy)	Â (5)	11/17/2019	Common Stock	8,257 (1) \$ 4.09		D	Â
Stock Option (Right to Buy)	Â (6)	11/17/2019	Common Stock	8,257 (1) \$ 4.09		D	Â
Stock Option (Right to Buy)	Â (7)	11/17/2019	Common Stock	5,780 (1) \$ 4.09		D	Â
Stock Option (Right to Buy)	Â (8)	11/17/2019	Common Stock	5,780 (1) \$ 4.09		D	Â
Stock Option (Right to Buy)	Â (9)	11/17/2019	Common Stock	15,014 (1) \$ 4.09		D	Â
Stock Option (Right to Buy)	Â (10)	01/04/2021	Common Stock	5,780 (1) \$ 8.38		D	Â
Stock Option (Right to Buy)	Â (11)	01/04/2021	Common Stock	5,780 (1) \$ 8.38		D	Â
Stock Option (Right to Buy)	Â (12)	01/17/2015	Common Stock	29,491 (1) \$ 3.4		D	Â
Stock Option (Right to Buy)	Â (13)	01/17/2015	Common Stock	3,538 (1) \$ 3.4		D	Â
Stock Option (Right to Buy)	Â (14)	05/07/2017	Common Stock	4,508 (1) \$ 4.45		D	Â
Stock Option (Right to Buy)	Â (15)	05/07/2017	Common Stock	7,634 (1) \$ 4.45		D	Â
Stock Option (Right to Buy)	Â (16)	04/23/2018	Common Stock	5,176 (1) \$ 4.45		D	Â
Stock Option (Right to Buy)	Â (17)	04/23/2018	Common Stock	6,383 (1) \$ 4.45		D	Â
Stock Option (Right to Buy)	Â (18)	04/23/2018	Common Stock	11,560 (1) \$ 4.45		D	Â
Stock Option (Right to Buy)	Â (19)	05/07/2017	Common Stock	13,454 (1) \$ 4.45		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Worthington Gajus Vincent 7000 SHORELINE COURT, SUITE 100	Â X	Â	Â President, CEO and Director	Â

SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Worthington

02/09/2011

Gajus

**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 a 1-for-1.73 reverse stock split of the Issuer's outstanding shares effected February 3, 2011.
- (2) Gajus V. Worthington and Jami A. Worthington as TTEEs of The Worthington Family Trust UAD dated March 6, 2007 are the record holders of the securities.
- (3) 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.
- (4) Expires immediately prior to the closing of the Issuer's initial public offering.
- (5) 6,398 of the shares subject to the Option vested as of November 17, 2009, (the "Vesting Commencement Date"), and thereafter 69 shares subject to the Option shall vest each month beginning December 1, 2009 such that the Option will be fully vested on February 1, 2012.
- (6) 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% 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.
- (7) 6,398 of the shares subject to the Option vested as of the date of grant and 69 shares vest each month on and after December 1, 2009, such that the option will be fully vested on February 1, 2012.
- (8) 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% 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.
- (9) 25% of the shares subject to the Option vest on November 17, 2010 and 1/48th of the shares vest every month thereafter.
- (10) 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 compensation committee has not yet made a determination regarding the achievement of 2010 corporate goals. 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.
- (11) 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.
- (12) The Option fully vested on January 18, 2009.
- (13) The Option fully vested on January 18, 2009.
- (14) The Option was originally granted on February 1, 2007 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on February 1, 2009.
- (15) The Option was originally granted on February 1, 2007 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2010.
- (16) The Option was originally granted on February 1, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2008.
- (17)

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The Option was originally granted on February 1, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2008.

(18) The Option was originally granted on April 23, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 10,837 shares subject to the Option will vest as of December 31, 2011 and 241 shares will vest monthly thereafter. The Option will fully vest on March 31, 2012.

(19) 70% of the shares subject to the Option vested on December 31, 2009, 25% of the remaining 30% 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 fully vested on May 1, 2010.

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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.

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