

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)  
March 25, 2022**

**Fluidigm Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34180**  
(Commission  
File Number)

**77-0513190**  
(I.R.S. Employer  
Identification No.)

**2 Tower Place, Suite 2000, South San Francisco, California 94080**  
(Address of principal executive offices) (Zip Code)

**(650) 266-6000**  
Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.001 per share</b>	<b>FLDM</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 1.01. Entry into a Definitive Material Agreement.

On March 25, 2022, Fluidigm Corporation (the “Company”) entered into a letter agreement (the “Letter Agreement”) to amend (1) the Series B-1 Convertible Preferred Stock Purchase Agreement (the “Casdin Purchase Agreement”), dated as of January 23, 2022, by and between the Company, Casdin Private Growth Equity Fund II, L.P. and Casdin Partners Master Fund, L.P. (collectively, “Casdin”) and (2) the Series B-2 Convertible Preferred Stock Purchase Agreement (the “Viking Purchase Agreement”), dated as of January 23, 2022, by and between the Company, Viking Global Opportunities Illiquid Investments Sub-Master LP and Viking Global Opportunities Drawdown (Aggregator) LP (collectively, “Viking”) (collectively, the Casdin Purchase Agreement and Viking Purchase Agreement, the “Purchase Agreements”).

The Letter Agreement provides that (i) the Company shall adjourn the Special Meeting (as defined below) until 9 a.m., San Francisco time, on April 1, 2022, and (ii) the parties agree that the Company and Casdin shall terminate the Casdin Purchase Agreement, and that the Company and Viking shall terminate the Viking Purchase Agreement, as applicable, pursuant to Section 8.1(d) of each Purchase Agreement in the event that the Requisite Stockholder Approval (as defined in the Purchase Agreements) is not obtained at the adjourned Special Meeting.

The foregoing summary of the Letter Agreement is qualified in its entirety by the text of the Letter Agreement, a copy of which is attached hereto as Exhibit 10.1, and is incorporated by reference into this Item 1.01.

### ITEM 5.07 SUBMISSION OF A MATTER TO A VOTE OF SECURITY HOLDERS

The Company’s special meeting of its stockholders (the “Special Meeting”), originally scheduled for March 25, 2022 at 9 a.m., Pacific time, was adjourned, without conducting any business except as described below, to 12:00 p.m., Pacific time on the same day and at the same location. At that time, the Special Meeting was again adjourned, without conducting any business except as described below, to 9 a.m., Pacific time, on April 1, 2022, and will be held at the Genesis SSF Performing Arts Center, located at 1 Tower Place, South San Francisco, California 94080.

The sole proposal presented at both times of the Special Meeting was a proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In each case, the Company’s stockholders approved the Adjournment Proposal. The voting results were as follows in both cases:

Votes For  
58,261,792

Votes Against  
2,275,789

Votes Abstained  
177,055

### Item 8.01. Other Events.

On March 25, 2022, the Company issued a press release regarding the adjournment of the Special Meeting. On March 28, 2022, the Company issued a press release regarding its entry into the letter agreement. The press releases are attached hereto as Exhibit 99.1 and 99.2, respectively, and are incorporated by reference into this Item 8.01.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Letter Agreement dated March 25, 2022</a>
99.1	<a href="#">Fluidigm Corporation Press Release dated March 25, 2022.</a>
99.2	<a href="#">Fluidigm Corporation Press Release dated March 28, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FLUIDIGM CORPORATION**

Date: March 28, 2022

By: /s/ Nicholas Khadder  
Nicholas Khadder  
Senior Vice President, General Counsel, and Secretary

Casdin Capital, LLC  
1350 6th Avenue, Suite 2600  
New York, NY 10019

Viking Global Investors LP  
55 Railroad Avenue  
Greenwich, CT 06830

March 25, 2022

Fluidigm Corporation  
2 Towers Place, Suite 2000  
South San Francisco, CA 94080  
Attention: Nicholas S. Khadder  
Email: nick.khadder@fluidigm.com

Dear Nick:

Reference is made to (1) the Series B-1 Convertible Preferred Stock Purchase Agreement (the "Casdin Purchase Agreement"), dated as of January 23, 2022, by and between Fluidigm Corporation (the "Company"), Casdin Private Growth Equity Fund II, L.P. ("Casdin PGEF II") and Casdin Partners Master Fund, L.P. (together with Casdin PGEF II, the "Casdin Purchaser") and (2) the Series B-2 Convertible Preferred Stock Purchase Agreement (the "Viking Purchase Agreement"), dated as of January 23, 2022, by and between the Company, Viking Global Opportunities Illiquid Investments Sub-Master LP ("VGO Illiquid Investments") and Viking Global Opportunities Drawdown (Aggregator) LP (together with VGO Illiquid Investments, the "Viking Purchaser"). Unless the context otherwise requires, capitalized terms used but not otherwise defined in this letter agreement shall have the respective meanings ascribed to such terms in the Casdin Purchase Agreement.

Notwithstanding anything to the contrary set forth in the Casdin Purchase Agreement or the Viking Purchase Agreement, the parties hereto hereby agree as follows:

1. If there are insufficient votes to obtain the Requisite Stockholder Approval as of immediately prior to the closing of the polls at the Company Stockholder Meeting on March 25, 2022, then the Company shall adjourn the Company Stockholder Meeting until 9 a.m., San Francisco time, on April 1, 2022.
2. If the Company fails to obtain the Requisite Stockholder Approval at the Company Stockholder Meeting, as so adjourned as provided above, then (a) there shall be no further adjournments of the Company Stockholder Meeting and (b) on April 1, 2022, immediately following the closing of the polls at the Company Stockholder Meeting, (i) the Company and the Casdin Purchaser shall terminate the Casdin Purchase Agreement pursuant to Section 8.1(d) thereof and (ii) the Company and the Viking Purchaser shall terminate the Viking Purchase Agreement pursuant to Section 8.1(d) thereof.

Except as specifically provided herein, this letter agreement shall not constitute an amendment, modification or waiver of any provision of the Casdin Purchase Agreement (including Section 8.3(b) thereof) or the Viking Purchase Agreement (including Section 8.3(b) thereof), each of which shall continue and remain in full force and effect in accordance with its terms. Article IX of the Casdin Purchase Agreement is incorporated by reference into this letter agreement, *mutatis mutandis*.

[Signature Page Follows]

If you are in agreement with the foregoing, please indicate by signing and returning one copy of this letter agreement, which will constitute our agreement with respect to the matters set forth herein.

Very truly yours,

**CASDIN PRIVATE GROWTH EQUITY FUND II, L.P.**

By: Casdin Private Growth Equity Fund II GP, LLC, its  
General Partner

By: /s/ Kevin O'Brien

Name: Kevin O'Brien

Title: General Counsel

**CASDIN PARTNERS MASTER FUND, L.P.**

By: Casdin Partners GP, LLC, its General Partner

By: /s/ Kevin O'Brien

Name: Kevin O'Brien

Title: General Counsel

**VIKING GLOBAL OPPORTUNITIES ILLIQUID  
INVESTMENTS SUB-MASTER LP**

By: Viking Global Opportunities Portfolio GP, LLC, its  
General Partner

By: /s/ Katerina Novak

Name: Katerina Novak

Title: Authorized Signatory

**VIKING GLOBAL OPPORTUNITIES DRAWDOWN  
(AGGREGATOR) LP**

By: Viking Global Opportunities Drawdown Portfolio GP  
LLC, its General Partner

By: /s/ Katerina Novak

Name: Katerina Novak

Title: Authorized Signatory

Accepted, confirmed and agreed to as of the date first written above:

**FLUIDIGM CORPORATION**

By: /s/ Nicholas S. Khadder

Name: Nicholas S. Khadder

Title: Senior Vice President, General Counsel, and  
Secretary

[Signature Page to Side Letter]

**Fluidigm Adjourns Special Meeting of Stockholders Until April 1, 2022**

*Provides Stockholders Additional Time to Consider \$250 Million Strategic Capital Infusion from Casdin Capital and Viking Global Investors*

SOUTH SAN FRANCISCO, Calif., Mar. 25, 2022 — Fluidigm Corporation (NASDAQ:FLDM) today announced that it convened and then adjourned, without conducting any other business, the Company's Special Meeting of Stockholders (the "Special Meeting") to provide stockholders additional time to vote on the previously announced strategic capital infusion from leading life sciences investors Casdin Capital, LLC ("Casdin") and Viking Global Investors LP ("Viking"). The Special Meeting was adjourned until 9:00 a.m., Pacific time, on April 1, 2022. All stockholders of record at the close of business on February 18, 2022, remain entitled to vote their shares at the Special Meeting. The Special Meeting will be held at Genesis SSF Performing Arts Center, located at 1 Tower Place, South San Francisco, California 94080.

As previously announced on January 24, 2022, following stockholder approval and satisfaction of closing conditions, Fluidigm expects to receive an aggregate \$250 million investment, inclusive of \$25 million previously raised in the form of term loans, from Casdin and Viking, which will significantly advance the Company's mission through new organic and inorganic growth initiatives while optimizing its cost structure. Upon the closing of the investment, Fluidigm will change its name to Standard BioTools Inc., better reflecting its ambitions to become an essential solutions partner to the life science industry focused on the highest growth areas of biological discovery and development.

**The Company's Board of Directors unanimously recommends that stockholders vote "FOR" all Proposals at the Special Meeting. Your vote is very important regardless of the number of shares of Common Stock that you own.**

The Company will continue to solicit proxies from its stockholders with respect to the Special Meeting. Stockholders as of the record date of February 18, 2022, who have not yet voted are encouraged to submit their proxies as soon as possible. Valid proxies submitted by stockholders prior to the adjourned Special Meeting will continue to be valid for purposes of the reconvened Special Meeting.

Fluidigm stockholders who need assistance in completing the proxy card, need additional copies of the proxy materials, or have questions regarding the Special Meeting may contact Fluidigm's proxy solicitor:

**Alliance Advisors**  
200 Broadacres Drive  
Bloomfield, NJ 07003  
(833) 782-7142  
[FLDM@allianceadvisors.com](mailto:FLDM@allianceadvisors.com)

**Advisors**

Jefferies LLC is serving as financial advisor to Fluidigm and Wilson Sonsini Goodrich & Rosati, Professional Corporation is serving as legal advisor.

Centerview Partners LLC is serving as financial advisor to Casdin and Viking. Legal advisors are Paul, Weiss, Rifkind, Wharton & Garrison LLP serving Casdin and Kirkland & Ellis LLP serving Viking.

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## **About Fluidigm**

Fluidigm (Nasdaq:FLDM) focuses on the most pressing needs in translational and clinical research, including cancer, immunology, and immunotherapy. Using proprietary CyTOF® and microfluidics technologies, we develop, manufacture, and market multi-omic solutions to drive meaningful insights in health and disease, identify biomarkers to inform decisions, and accelerate the development of more effective therapies. Our customers are leading academic, government, pharmaceutical, biotechnology, plant and animal research, and clinical laboratories worldwide. Together with them, we strive to increase the quality of life for all. For more information, visit [fluidigm.com](http://fluidigm.com).

Fluidigm, the Fluidigm logo and CyTOF are trademarks and/or registered trademarks of Fluidigm Corporation or its affiliates in the United States and/or other countries. All other trademarks are the sole property of their respective owners. Fluidigm products are provided for Research Use Only. Not for use in diagnostic procedures.

## **Available Information**

Fluidigm uses its website ([fluidigm.com](http://fluidigm.com)), investor site ([investors.fluidigm.com](http://investors.fluidigm.com)), corporate Twitter account (@fluidigm), Facebook page ([facebook.com/Fluidigm](https://facebook.com/Fluidigm)), and LinkedIn page ([linkedin.com/company/fluidigm-corporation](https://linkedin.com/company/fluidigm-corporation)) as channels of distribution of information about its products, its planned financial and other announcements, its attendance at upcoming investor and industry conferences, and other matters. Such information may be deemed material information, and Fluidigm may use these channels to comply with its disclosure obligations under Regulation FD. Therefore, investors should monitor Fluidigm's website and our social media accounts in addition to following its press releases, SEC filings, public conference calls, and webcasts.

## **About Casdin Capital**

Casdin Capital, LLC is a New York-based research investment firm focused on the innovations currently reshaping life sciences and healthcare. Founded in 2011, and with an eye to long-term returns and disruptive technologies, Casdin Capital is a trusted investor-partner in both private and public companies, collaborating with industry leaders to fuel their visions, adding energy, insight, and experience to the firm's over \$3 billion under management. For more information, please visit [casdincapital.com](http://casdincapital.com).

## **About Viking Global Investors**

Founded in 1999, Viking is a global investment management firm that manages approximately \$48 billion of capital for its investors. It has offices in Greenwich, New York, Hong Kong, London, and San Francisco and is registered as an investment adviser with the U.S. Securities and Exchange Commission. For more information, please visit [www.vikingglobal.com](http://www.vikingglobal.com).

## Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding: Fluidigm's expectations that the transactions described in this communication (the "Transaction") will accelerate growth and innovation; expectations for portfolio expansion and advancement of Fluidigm's mission; cost structure optimization; expectations to develop transformative biologics, improve revenue and profitability, and enhance shareholder value; the expected timing and closing of the Transaction; expectations for the Company's brand and corporate name; and other expectations for Fluidigm following the closing of the Transaction. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including but not limited to risks relating to: the potential adverse effects of the coronavirus pandemic on our business and operating results; any failure to obtain required stockholder approval of the Transaction; the possibility that the conditions to the closing of the Transaction are not satisfied; potential litigation relating to the Transaction; uncertainties as to the timing of the consummation of the Transaction; the ability of each party to consummate the Transaction; possible disruption related to the Transaction to Fluidigm's current plans and operations, including through the loss of customers, suppliers and employees; changes in Fluidigm's business or external market conditions; uncertainties in contractual relationships; customers and prospective customers continuing to curtail or suspend activities utilizing our products; our ability and/or the ability of the research institutions utilizing our products and technology to obtain and maintain Emergency Use Authorization from the FDA and any other requisite authorizations or approvals to use our products and technology for diagnostic testing purposes; challenges inherent in developing, manufacturing, launching, marketing, and selling new products; interruptions or delays in the supply of components or materials for, or manufacturing of, Fluidigm products; reliance on sales of capital equipment for a significant proportion of revenues in each quarter; seasonal variations in customer operations; unanticipated increases in costs or expenses; uncertainties in contractual relationships; reductions in research and development spending or changes in budget priorities by customers; Fluidigm's research and development and distribution plans and capabilities; interruptions or delays in the supply of components or materials for, or manufacturing of, Fluidigm products; potential product performance and quality issues; risks associated with international operations; intellectual property risks; and competition. Information on these and additional risks and uncertainties and other information affecting Fluidigm's business and operating results is contained in its Annual Report on Form 10-K for the year ended December 31, 2021, and in its other filings with the Securities and Exchange Commission (the "SEC"). These forward-looking statements speak only as of the date of this communication. Fluidigm disclaims any obligation to update these forward-looking statements except as may be required by law.

### Contacts:

#### Media:

Mark Spearman  
VP, Corporate Communications  
Fluidigm Corporation  
650 243 6621  
[mark.spearman@fluidigm.com](mailto:mark.spearman@fluidigm.com)

### Investors:

Peter DeNardo  
415 389 6400  
[ir@fluidigm.com](mailto:ir@fluidigm.com)



**Fluidigm Highlights the Strategic Capital Infusion by Casdin Capital and Viking Global as the Only Actionable Financing Solution**

*Company Urges ALL Stockholders to Vote “FOR” the Proposals at the Special Meeting*

*Parties to Terminate the Purchase Agreements if Stockholder Approval is Not Received on April 1*

SOUTH SAN FRANCISCO, Calif., Mar. 28, 2022 — Fluidigm Corporation (NASDAQ:FLDM) today announced that it has entered into an agreement with Casdin Capital, LLC (“Casdin”) and Viking Global Investors LP (“Viking”) modifying the provision of the proposed strategic capital infusion transaction that permitted Fluidigm to adjourn the Special Meeting of Stockholders (“Special Meeting”) to April 1, 2022, instead of the allowed aggregate of 20 business days. Importantly, the parties will terminate the purchase agreements if Fluidigm stockholders do not approve the matters presented at the Special Meeting.

Fluidigm’s Board of Directors approved these modifications for a number of reasons, including the following:

- **Only Financing Solution Available; Non-Negotiable.** The only actionable financing solution available to Fluidigm is the one presented by Casdin and Viking, who have made it clear through repeated communications that they will not modify the terms and conditions of their proposed investment.
- **Urgent Need for Capital.** Fluidigm has an urgent need to resolve its capital and liquidity issues as evidenced by the going concern uncertainty included in Fluidigm’s 2021 financial statements.
- **Adverse Effect on All Stakeholders.** The adverse impact of continued financial uncertainty on our relationships with customers and suppliers, as well as material retention risks for employees, will significantly negatively affect Fluidigm’s operating results, enterprise value and investor confidence in Fluidigm.

The Board believes that the proposed financing transaction is the only currently actionable alternative available to stockholders and is in the best interests of Fluidigm, its stockholders, and other stakeholders, including its employees, customers, and other partners. While the market is clearly supportive of the strategic capital infusion – as evidenced by the stock price outperformance of Fluidigm stock (+32%) versus overall peers (-19%)<sup>1</sup> – a very small number of shares are still needed to approve the transaction.

The Board reminds all stockholders that even if an alternative solution were available, Fluidigm is unable to engage with any third party as long as its agreements with Casdin and Viking remain in force.

**The Board unanimously recommends that stockholders vote “FOR” all Proposals at the Special Meeting. Your vote is very important regardless of the number of shares of Common Stock that you own.**

<sup>1</sup> Since market close on January 21, 2022, the last trading day prior to Fluidigm’s announcement of the Casdin/Viking transaction on January 24, 2022, through March 24, 2022, the date of the Special Meeting adjournment. Peer stock price performance represents the median change in stock price of 10x Genomics, Accelerate Diagnostics, Adaptive Biotechnologies, Berkeley Lights, Personalis, NanoString Technologies, Quanterix and Twist Bioscience over the period; source: Capital IQ.

Fluidigm will continue to solicit proxies from its stockholders with respect to the Special Meeting. Stockholders as of the record date of February 18, 2022, who have not yet voted are encouraged to submit their proxies as soon as possible. Valid proxies submitted by stockholders prior to the adjourned Special Meeting will continue to be valid for purposes of the reconvened Special Meeting.

Fluidigm stockholders who need assistance in completing the proxy card, need additional copies of the proxy materials, or have questions regarding the Special Meeting may contact Fluidigm's proxy solicitor:

**Alliance Advisors**  
200 Broadacres Drive  
Bloomfield, NJ 07003  
(833) 782-7142  
[FLDM@allianceadvisors.com](mailto:FLDM@allianceadvisors.com)

#### **Advisors**

Jefferies LLC is serving as financial advisor to Fluidigm and Wilson Sonsini Goodrich & Rosati, Professional Corporation is serving as legal advisor.

Centerview Partners LLC is serving as financial advisor to Casdin and Viking. Legal advisors are Paul, Weiss, Rifkind, Wharton & Garrison LLP serving Casdin and Kirkland & Ellis LLP serving Viking.

#### **About Fluidigm**

Fluidigm (Nasdaq:FLDM) focuses on the most pressing needs in translational and clinical research, including cancer, immunology, and immunotherapy. Using proprietary CyTOF® and microfluidics technologies, we develop, manufacture, and market multi-omic solutions to drive meaningful insights in health and disease, identify biomarkers to inform decisions, and accelerate the development of more effective therapies. Our customers are leading academic, government, pharmaceutical, biotechnology, plant and animal research, and clinical laboratories worldwide. Together with them, we strive to increase the quality of life for all. For more information, visit [fluidigm.com](http://fluidigm.com).

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## **About Casdin Capital**

Casdin Capital, LLC is a New York-based research investment firm focused on the innovations currently reshaping life sciences and healthcare. Founded in 2011, and with an eye to long-term returns and disruptive technologies, Casdin Capital is a trusted investor-partner in both private and public companies, collaborating with industry leaders to fuel their visions, adding energy, insight, and experience to the firm's over \$3 billion under management. For more information, please visit [casdincapital.com](http://casdincapital.com).

## **About Viking Global Investors**

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## **Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding: Fluidigm's expectation regarding the transaction described in this communication ("the Transaction"); expectations regarding the need for additional capital; expectations regarding the impact on customers, suppliers and employees as well as Fluidigm's operating results; and other expectations regarding the Transaction. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including but not limited to risks relating to: the potential adverse effects of the coronavirus pandemic on our business and operating results; any failure to obtain required stockholder approval of the Transaction; the possibility that the conditions to the closing of the Transaction are not satisfied; potential litigation relating to the Transaction; uncertainties as to the timing of the consummation of the Transaction; the ability of each party to consummate the Transaction; possible disruption related to the Transaction to Fluidigm's current plans and operations, including through the loss of customers, suppliers and employees; changes in Fluidigm's business or external market conditions; uncertainties in contractual relationships; customers and prospective customers continuing to curtail or suspend activities utilizing our products; our ability and/or the ability of the research institutions utilizing our products and technology to obtain and maintain Emergency Use Authorization from the FDA and any other requisite authorizations or approvals to use our products and technology for diagnostic testing purposes; challenges inherent in developing, manufacturing, launching, marketing, and selling new products; interruptions or delays in the supply of components or materials for, or manufacturing of, Fluidigm products; reliance on sales of capital equipment for a significant proportion of revenues in each quarter; seasonal variations in customer operations; unanticipated increases in costs or expenses; uncertainties in contractual relationships; reductions in research and development spending or changes in budget priorities by customers; Fluidigm's research and development and distribution plans and capabilities; interruptions or delays in the supply of components or materials for, or manufacturing of, Fluidigm products; potential product performance and quality issues; risks associated with international operations; intellectual property risks; and competition. Information on these and additional risks and uncertainties and other information affecting Fluidigm's business and operating results is contained in its Annual Report on Form 10-K for the year ended December 31, 2021, and in its other filings with the Securities and Exchange Commission (the "SEC"). These forward-looking statements speak only as of the date of this communication. Fluidigm disclaims any obligation to update these forward-looking statements except as may be required by law.

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**Contacts:****Media:**

Mark Spearman  
VP, Corporate Communications  
Fluidigm Corporation  
650 243 6621  
[mark.spearman@fluidigm.com](mailto:mark.spearman@fluidigm.com)

**Investors:**

Peter DeNardo  
415 389 6400  
[ir@fluidigm.com](mailto:ir@fluidigm.com)