
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)
November 8, 2011**

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
(IRS Employer
Identification No.)

7000 Shoreline Court, Suite 100
South San Francisco, California 94080
(Address of principal executive offices, including 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))
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Item 2.02 Results of Operations and Financial Condition

On November 8, 2011, Fluidigm Corporation issued a press release reporting its financial results for the three and nine months ended September 30, 2011. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Fluidigm Corporation Press Release dated November 8, 2011

The information furnished in this Current Report under Item 2.02 and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

By: /s/ Vikram Jog
Vikram Jog
Chief Financial Officer

Date: November 8, 2011

EXHIBIT INDEX

Exhibit No.

Description

99.1 Fluidigm Corporation Press Release dated November 8, 2011

FLUIDIGM REPORTS STRONG GROWTH FOR THIRD QUARTER 2011
Product Revenue Grows 42 Percent Year-on-Year

SOUTH SAN FRANCISCO, Calif. – Nov. 8, 2011 – Fluidigm Corporation (NASDAQ:FLDM) today announced its financial results for the third quarter ended September 30, 2011. Total revenue for the third quarter of 2011 was \$10.6 million, an increase of 25% from \$8.5 million in the third quarter of 2010. Product revenue for the third quarter of 2011 was \$10.2 million, an increase of 42% from \$7.2 million in the third quarter of 2010. Product margin in the third quarter of 2011 increased to 67% compared to 66% in the third quarter of 2010.

Net loss for the third quarter of 2011 was \$4.5 million compared to a \$3.4 million net loss in the third quarter of 2010. Non-GAAP net loss for the third quarter of 2011 was \$3.1 million compared to \$2.1 million for the third quarter of 2010. Non-GAAP net loss excludes stock-based compensation expense, one time charges and certain other charges (see accompanying table for reconciliation of GAAP and non-GAAP measures).

“We experienced strong year-on-year product growth in North America, Europe and most of Asia in the third quarter. Our BioMark™ HD Systems are both driving and benefiting from scientists embracing single-cell genetics research. Our Access Array™ Systems continue to experience strong growth servicing the targeted amplicon sequencing market segment and our new assay services are allowing us to offer a better solution to our customers. In the third quarter we continued to fulfill our expectations and achieve the goals we’ve outlined for the company,” said Gajus Worthington, Fluidigm president and chief executive officer.

“We remain focused on three emerging marketplace trends that benefit from Fluidigm technology. One is the emergence of single-cell genomics where we offer an industry-leading solution. Increasingly, the research community is finding that you can’t fully understand what is happening at the biological level if you don’t understand what is happening at the individual cell level. Second, we are seeing a change in the cutting edge of the human genetics market, as sample numbers increase and both throughput and low cost-per-data-point are becoming critical attributes. We believe this trend is driving genotyping consumable growth for us. Third, we continue to benefit from a shift to targeted re-sequencing within the NGS community,” noted Worthington.

Financial Highlights and Analysis

- Product revenue in the third quarter of 2011, compared to the third quarter of 2010, benefited from strong internal execution and growing pursuit of applications that Fluidigm serves. In North America, Fluidigm had solid sales from government-funded labs as their fiscal year concluded. Fluidigm sales in Europe benefited from strong order rates during the third quarter, which has traditionally been a softer quarter for the company in that region. For the third quarter of 2011, instrument revenue grew at 29% and consumables revenue grew at 71% compared to the third quarter of 2010.
- Instrument/consumable mix was 63% and 37%, respectively, for the third quarter of 2011.
- Product margin was 67% in the third quarter of 2011 compared to 66% in the third quarter of 2010.

- Research and development expense was \$3.3 million in the third quarter of 2011 compared to \$3.5 million in the third quarter of 2010.
- Selling, general and administrative expense was \$8.1 million in the third quarter of 2011 compared to \$5.6 million in the third quarter of 2010.
- Fluidigm ended the third quarter of 2011 with \$58.9 million in cash, cash equivalents and available-for-sale securities compared to \$64.3 million at the beginning of the quarter. The reduction in cash resulted, in part, from our payment of \$2.0 million to Life Technologies in connection with our exercise of an option to preclude Life Technologies from pursuing litigation against us for our current or equivalent future products for a period of four years. In addition, we paid Caliper Life Sciences \$0.5 million in connection with an amendment to our agreement with Caliper. Pursuant to the amendment, the rates for royalties payable to Caliper beginning in January 2012 were substantially reduced and the period for which we are obligated to make royalty payments was shortened, with the last payment due in mid-2018.

Business Highlights Since Fluidigm's Last Earnings Release

- Customers of almost half of BioMark HD System instruments sold during the quarter identified single-cell research as one of the target usage areas.
- Access Array Systems unit sales more than doubled when comparing Q3 2011 to Q3 2010.
- Genotyping chips sales were strong during the quarter.
- ASPs were relatively flat during the third quarter 2011 compared to the second quarter 2011.
- Sales in China showed significant growth during the quarter as Fluidigm sales were up more than 200% in China compared to a year ago. Sales in Japan decreased in the third quarter 2011 as compared to the third quarter 2010.
- The company experienced a high level of accessories sales (controllers, loaders, etc.) during the quarter, as existing Access Array and BioMark HD customers increased the number of applications or the throughput they were running on the instruments – broadening their uses of Fluidigm technology.
- Fluidigm was selected by Deloitte as a member of the 2011 Technology Fast 500 list, which identifies the fastest growing companies in North America over the past five years.

Financial Outlook

Fluidigm is raising product revenue guidance for the full year 2011. The company now projects year-over-year product revenue growth will be in the range of 31% to 33%, up from the company's prior guidance of being at the highest end of its 27% to 30% growth range. Revenue from grants and collaborations is projected to be around \$2.0 million for the year.

Conference Call Information

Fluidigm will host a conference call today, Nov. 8, 2011 at 5:30 p.m. Eastern Time. The call can be accessed by calling (877) 556-5248 (domestic toll-free) or (720) 545-0029 (international toll). Fluidigm will also provide a live stream of its Q3 2011 conference call for investors at: <http://investors.fluidigm.com/events.cfm>. A telephone replay of the teleconference will be available 90 minutes after the end of the call at (855) 859-2056 (domestic toll-free), or (404) 537-3406 (international toll), access code 23753041. The conference call will also be archived on the Fluidigm investor's page at: <http://investors.fluidigm.com>.

Statement Regarding Use of Non-GAAP Financial Information

Fluidigm presents certain financial information in accordance with GAAP and also on a non-GAAP basis. Management believes that non-GAAP financial measures, taken in conjunction with GAAP financial measures, provide useful information for both management and investors by excluding certain non-cash and other expenses that are not indicative of the company's core operating results. Management uses non-GAAP measures to compare the company's performance relative to forecasts and strategic plans and to benchmark the company's performance externally against competitors. Non-GAAP information is not prepared under a comprehensive set of accounting rules and should only be used to supplement an understanding of the company's operating results as reported under U.S. GAAP. Fluidigm encourages investors to carefully consider its results under GAAP, as well as its supplemental non-GAAP information and the reconciliation between these presentations, to more fully understand its business. Reconciliations between GAAP and non-GAAP results are presented in the accompanying table of this release.

Use of Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, among others, statements relating to market trends, our focus on and ability to benefit from such trends, our market opportunities, anticipated growth in our product markets, current estimates of 2011 revenue growth and projected revenues from grants and collaborations. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results. Reported historical results should not be considered as an indication of future performance. Factors that could materially affect future results include, but are not limited to, risks relating to market acceptance of our products, the potential for quarterly variations in our operating results, our ability to successfully launch new products and applications, competition in our primary markets, variability in our sales cycle, our need to expand our sales, marketing and distribution capabilities, reduction in research and development spending or changes in budget priorities by academic, clinical and government research institutions and other customers, interruptions or delays in the supply of components or materials for our products, and risk associated with international operations. Information on these and additional risks, uncertainties, and other information affecting Fluidigm's business and operating results are contained in our Annual Report on Form 10-K for the year ended December 31, 2010, Fluidigm's subsequent Quarterly Reports on Form 10-Q and Fluidigm's other filings with the Securities and Exchange Commission. These forward looking statements speak only as of the date hereof. Fluidigm Corporation disclaims any obligation to update these forward-looking statements.

About Fluidigm

Fluidigm (NASDAQ: FLDM) develops, manufactures and markets microfluidic systems for growth markets in the life science and agricultural biotechnology, or Ag-Bio, industries. Fluidigm's proprietary microfluidic systems consist of instruments and consumables, including integrated fluidic circuits, or chips, and reagents. These systems are designed to significantly simplify experimental workflow, increase throughput and reduce costs, while providing the excellent data quality demanded by customers. Fluidigm actively markets three microfluidic systems including nine different commercial chips to leading pharmaceutical and biotechnology companies, academic institutions and Ag-Bio companies.

For more information, please visit www.fluidigm.com.

“Fluidigm,” the Fluidigm logo, BioMark, and Access Array are trademarks or registered trademarks of Fluidigm Corporation.

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FLUIDIGM CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	<u>September 30, 2011</u>	<u>December 31, 2010 (1)</u>
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 11,881	\$ 5,723
Available-for-sale securities	47,049	—
Accounts receivable, net	8,966	8,100
Inventories	5,836	4,893
Prepaid expenses and other current assets	2,300	2,165
Total current assets	76,032	20,881
Property and equipment, net	2,569	2,328
Other non-current assets	4,001	1,592
Total assets	\$ 82,602	\$ 24,801
LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY		
(DEFICIT)		
Current liabilities:		
Accounts payable	\$ 4,679	\$ 3,155
Accrued compensation and related benefits	1,854	1,904
Other accrued liabilities	2,710	3,379
Deferred revenue, current portion	1,818	1,336
Long-term debt, current portion	8,601	4,561
Line of credit	—	3,125
Convertible preferred stock warrants	—	1,052
Total current liabilities	19,662	18,512
Long-term debt, net of current portion	2,989	10,139
Other non-current liabilities	800	767
Total liabilities	23,451	29,418
Convertible preferred stock	—	184,550
Total stockholders' equity (deficit)	59,151	(189,167)
Total liabilities, convertible preferred stock and stockholders' equity (deficit)	\$ 82,602	\$ 24,801

(1) Derived from audited consolidated financial statements.

FLUIDIGM CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Revenue:				
Instruments	\$ 6,437	\$ 4,973	\$ 17,828	\$ 14,032
Consumables	3,731	2,177	10,463	6,851
Product revenue	10,168	7,150	28,291	20,883
License, collaboration, and grant revenue	428	1,316	1,578	2,322
Total revenue	<u>10,596</u>	<u>8,466</u>	<u>29,869</u>	<u>23,205</u>
Costs and expenses:				
Cost of product revenue	3,305	2,454	9,183	7,999
Research and development	3,293	3,462	9,935	10,097
Selling, general and administrative	8,053	5,649	23,338	17,672
Litigation settlement	—	—	3,000	—
Total costs and expenses	<u>14,651</u>	<u>11,565</u>	<u>45,456</u>	<u>35,768</u>
Loss from operations	<u>(4,055)</u>	<u>(3,099)</u>	<u>(15,587)</u>	<u>(12,563)</u>
Interest expense	(439)	(540)	(2,711)	(1,620)
Other income (expense), net	25	246	(585)	501
Loss before income taxes	<u>(4,469)</u>	<u>(3,393)</u>	<u>(18,883)</u>	<u>(13,682)</u>
(Provision for) benefit from income taxes	(20)	13	(130)	(142)
Net loss	<u>(4,489)</u>	<u>(3,380)</u>	<u>(19,013)</u>	<u>(13,824)</u>
Deemed dividend related to change in conversion rate of Series E convertible preferred stock	—	—	(9,900)	—
Net loss attributed to common stockholders	<u>\$ (4,489)</u>	<u>\$ (3,380)</u>	<u>\$ (28,913)</u>	<u>\$ (13,824)</u>
Net loss per share attributed to common stockholders, basic and diluted (1)	<u>\$ (0.22)</u>	<u>\$ (1.78)</u>	<u>\$ (1.70)</u>	<u>\$ (7.37)</u>
Shares used in computing net loss per share attributed to common stockholders, basic and diluted (1)	<u>20,082</u>	<u>1,902</u>	<u>16,970</u>	<u>1,876</u>

- (1) Shares used in computing net loss per share of common stock for the three and nine months ended September 30, 2011 include the shares of common stock issued and the effect of conversion of convertible preferred stock upon the initial public offering of the Company's common stock in February 2011.

FLUIDIGM CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	<u>Nine Months Ended September 30,</u>	
	<u>2011</u>	<u>2010</u>
Operating Activities		
Net loss	\$ (19,013)	\$ (13,824)
Depreciation and amortization	756	890
Stock-based compensation expense	1,994	1,266
Write-off of debt discount upon note repayment	1,157	—
Other non-cash items, net	872	126
Changes in assets and liabilities, net	(1,053)	2,295
Net cash used in operating activities	(15,287)	(9,247)
Investing Activities		
Purchases of available-for-sale securities	(60,542)	—
Sales and maturities of available-for-sale securities	13,492	—
Other investing activities	(3,018)	(999)
Net cash used in investing activities	(50,068)	(999)
Financing Activities		
Proceeds from initial public offering, net of issuance costs	76,946	—
Other financing activities	(5,514)	664
Net cash provided by financing activities	71,432	664
Effect of exchange rate changes on cash and cash equivalents	81	63
Net increase (decrease) in cash and cash equivalents	6,158	(9,519)
Cash and cash equivalents at beginning of period	5,723	14,602
Cash and cash equivalents at end of period	<u>\$ 11,881</u>	<u>\$ 5,083</u>

FLUIDIGM CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL INFORMATION
(In thousands, except per share amounts)
(Unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Net loss attributed to common stockholders (GAAP)	\$ (4,489)	\$ (3,380)	\$ (28,913)	\$ (13,824)
Deemed dividend related to change in conversion rate of Series E convertible preferred stock	—	—	9,900	—
Stock-based compensation expense	666	420	1,994	1,266
Depreciation and amortization	286	347	910	1,164
Interest expense	439	540	2,711	1,620
Change in the fair value of convertible preferred stock warrants and related expense, net	—	—	718	(148)
Litigation settlement	—	—	3,000	—
Net loss (Non-GAAP)	<u>\$ (3,098)</u>	<u>\$ (2,073)</u>	<u>\$ (9,680)</u>	<u>\$ (9,922)</u>
Shares used in net loss per share calculation - basic and diluted (GAAP and Non-GAAP)	<u>20,082</u>	<u>1,902</u>	<u>16,970</u>	<u>1,876</u>
Net loss per share - basic and diluted (GAAP)	<u>\$ (0.22)</u>	<u>\$ (1.78)</u>	<u>\$ (1.70)</u>	<u>\$ (7.37)</u>
Net loss per share - basic and diluted (Non-GAAP)	<u>\$ (0.15)</u>	<u>\$ (1.09)</u>	<u>\$ (0.57)</u>	<u>\$ (5.29)</u>

- (1) The Company reports non-GAAP results which exclude stock-based compensation expense, depreciation of property and equipment, amortization of long-term debt discount, interest expense related to long-term debt, warrants and write-off of debt discount upon note repayment, remeasurement adjustment for convertible preferred stock warrant fair value, net of gain from expiration of unexercised warrants and litigation settlement.