

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LEVIN CAPITAL STRATEGIES, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>FLUIDIGM CORP [FLDM]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Passive Investor		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>595 MADISON AVENUE</u> <u>17TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10022</u>								
(City) (State) (Zip)								

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾⁽²⁾	11/16/2016		P4	825	A	\$5.9984	6,344,568	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾
Common Stock ⁽¹⁾⁽²⁾	12/21/2016		J ⁽⁵⁾	3,188	D	⁽⁵⁾	6,341,380	I	By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾
Common Stock ⁽¹⁾⁽²⁾							1,098,376	I	By: Transamerica Large Cap Value Fund ⁽⁶⁾
Common Stock ⁽¹⁾⁽²⁾							51,068	I	By: Levin Capital Trilogy Master Fund, Ltd. ⁽⁷⁾
Common Stock ⁽¹⁾⁽²⁾							22,453	I	By: Levcap Alternative Fund, L.P. ⁽⁸⁾
Common Stock ⁽¹⁾⁽²⁾							9,252	I	By: Safinia Partners, L.P. ⁽⁹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

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)

1. Name and Address of Reporting Person*

[Levin Capital Strategies GP, LLC](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Levin Capital Trilogy Master Fund, Ltd.](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LCS, LLC](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Levcap Alternative Fund, L.P.](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LCS Event Partners, LLC](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Safinia Partners, L.P.](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LCS L/S, LLC](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LEVIN JOHN A](#)

(Last) (First) (Middle)

595 MADISON AVENUE
17TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. This Form 5 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Levin Capital Trilogy Master Fund, Ltd. ("Trilogy"), LCS, LLC ("LCSL"), Levcap Alternative Fund, L.P. ("Levcap"), LCS Event Partners, LLC ("LCSEP"), Safinia Partners, L.P. ("Safinia"), LCS L/S, LLC ("LCCLS"), and John A. Levin (collectively, the "Reporting Persons"). The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 5 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 50,711 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCCLS and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts.
5. On December 21, 2016, one of the Managed Accounts that held 3,188 shares closed. Accordingly, as of December 21, 2016, 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.
6. Shares held by the 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCCLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
7. Shares owned directly by Trilogy. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. LCS, as the investment advisor of Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy.
8. 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.
9. Shares owned directly by Safinia. LCCLS, 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.

[Levin Capital Strategies, L.P.;](#)

[By: /s/ John A. Levin, Chief Executive Officer](#) [02/14/2017](#)

[Levin Capital Strategies GP,](#)

[LLC; By: John A. Levin 2005](#) [02/14/2017](#)
[GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee](#)

[Levin Capital Trilogy Master](#)

[Fund, Ltd.; By: LCS, LLC; By: /s/ John A. Levin, Managing Member](#) [02/14/2017](#)

[LCS, LLC; By: /s/ John A.](#)

[Levin, Managing Member](#) [02/14/2017](#)

[Levcap Alternative Fund, L.P.;](#) [02/14/2017](#)

By: LCS Event Partners, LLC;
By: /s/ John A. Levin,
Managing Member
LCS Event Partners, LLC; By:
/s/ John A. Levin, Managing 02/14/2017
Member
Safinia Partners, L.P.; By: LCS
L/S, LLC; By: /s/ John A. 02/14/2017
Levin, Managing Member
LCS L/S, LLC; By: /s/ John A. 02/14/2017
Levin, Managing Member
/s/ John A. Levin 02/14/2017
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.