

FLUIDIGM CORP  
Form 8-K  
January 30, 2014

**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)**

**January 29, 2014**

**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.)**

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**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))

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

On January 29, 2014, Fluidigm Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Piper Jaffray & Co. (the Underwriter ) to issue and sell \$175.0 million aggregate principal amount of 2.75% Convertible Senior Notes due February 1, 2034 (the Notes ) in a public offering pursuant to a Registration Statement on Form S-3 (File No. 333-193624) and a related prospectus, including the related prospectus supplement, filed with the Securities and Exchange Commission (the Offering ). In addition, the Company granted the Underwriter an option to purchase, for a period of 30 calendar days from January 29, 2014, up to an additional \$26.25 million aggregate principal amount of Notes to cover overallotments. The Company estimates that the net proceeds from the Offering will be approximately \$168.5 million, or approximately \$194.0 million if the Underwriter exercises in full its option to purchase the additional Notes, after deducting underwriting discounts and estimated offering expenses. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Notes will be issued pursuant to an indenture to be entered into with U.S. Bank, National Association, as trustee.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of January 29, 2014 by and between Fluidigm Corporation and Piper Jaffray & Co.

**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: January 29, 2014

**EXHIBIT INDEX**

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