

FLUIDIGM CORP
Form S-8 POS
March 15, 2016

As filed with the Securities and Exchange Commission on March 15, 2016
Registration No. 333-209904
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
FORM S 8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FLUIDIGM CORPORATION

(Exact name of Registrant as specified
in its charter)

Delaware
(State or other jurisdiction
of
incorporation or
organization)
7000 Shoreline Court, Suite 100
South San Francisco, California 94080
(Address of principal executive offices, including zip code)

77-0513190

(I.R.S. Employer
Identification No.)

2011 Equity Incentive Plan
(Full title of the plan)

Gajus V. Worthington
President and Chief Executive Officer
7000 Shoreline Court, Suite 100
South San Francisco, California 94080
(650) 266-6000
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Robert F. Kornegay
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of Fluidigm Corporation (the "Registrant"), filed with the Securities and Exchange Commission on March 3, 2016 (File No. 333-209904), is being filed solely for the purpose of submitting the exhibits included therein as separate exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Specimen Common Stock Certificate of the Registrant, which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-170965), filed with the Commission on February 7, 2011.
4.2	2011 Equity Incentive Plan and related form agreements, which is incorporated herein by reference to Exhibit 10.4 and 10.4A to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-170965), filed with the Commission on January 28, 2011.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (previously filed).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-209904) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on March 15, 2016.

Fluidigm Corporation

By: /s/ Vikram Jog

Vikram Jog

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
(*) Gajus V. Worthington	President, Chief Executive Officer, and Director (Principal Executive Officer)	March 15, 2016
/s/ Vikram Jog Vikram Jog	Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2016
(*) Samuel D. Colella	Chairman of the Board of Directors	March 15, 2016
(*) Gerhard F. Burbach	Director	March 15, 2016
(*) Evan Jones	Director	March 15, 2016
(*) Patrick S. Jones	Director	March 15, 2016
(*) John A. Young	Director	March 15, 2016
(*) By: /s/ Vikram Jog Vikram Jog Attorney-In-Fact		March 15, 2016

EXHIBIT INDEX

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