

FLUIDIGM CORP  
Form SC 13D/A  
March 06, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

Fluidigm Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

34385P108

(CUSIP Number)

John A. Levin

Levin Capital Strategies, L.P.

595 Madison Avenue, 17th Floor

New York, NY 10022

(212) 259-0800

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 2, 2018

Edgar Filing: FLUIDIGM CORP - Form SC 13D/A

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 34385P108

1 NAME OF REPORTING PERSON

Levin Capital Strategies, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          |
|   | 0  | SHARED VOTING POWER      |
|   | 8  |                          |
|   |    | 9,314,997                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |

11 12,424,234  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

|    |   |
|----|---|
| 12 | 12,424,234<br>CHECK BOX IF<br>THE AGGREGATE<br>AMOUNT IN ROW<br>(11) EXCLUDES<br>CERTAIN SHARES |
| 13 | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT<br>IN ROW (11)  |
| 14 | 32.1%<br>TYPE OF REPORTING<br>PERSON  |
|    | IA  |

CUSIP No. 34385P108

1 NAME OF REPORTING PERSON

Levin Capital Strategies GP,  
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          |
|   | 0  | SHARED VOTING POWER      |
|   | 8  |                          |
|   |    | 9,314,997                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 12,424,234               |

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12,424,234

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

32.1%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP No. 34385P108

|              |   |
|--------------|---|
| 1            | NAME OF REPORTING PERSON  |
|              | Bi-Directional<br>Disequilibrium Master<br>Fund, Ltd. (f/k/a Levin<br>Capital Trilogy Master<br>Fund, Ltd.) |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)  |
| 3            | SEC USE ONLY  |
| 4            | SOURCE OF FUNDS   |
|              | WC  |
| 5            | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)                      |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION  |
|              | Cayman Islands  |
| NUMBER OF    | 7   |
| SHARES       |   |
| BENEFICIALLY | 0   |
|              | SOLE VOTING POWER   |
| OWNED BY     | 8   |
| EACH         |   |
| REPORTING    | 89,363  |
|              | SHARED VOTING POWER   |
| PERSON WITH  | 9   |
|              | SOLE DISPOSITIVE POWER  |

0  
SHARED  
10 DISPOSITIVE  
POWER

89,363  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

89,363  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

CO



CUSIP No. 34385P108

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | LCS, LLC   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | AF   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  |
|   | 9  |
|   | 10   |
|   | 0  |
|   | 89,363   |
|   | 0  |
|   | 0  |

89,363

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

89,363

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

OO

5

CUSIP No. 34385P108

|    |  |                |
|----|--|----------------|
| 1  | NAME OF REPORTING PERSON   |                |
|    | Levcap Alternative Fund,<br>L.P.   |                |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a)<br><br>(b) |
| 3  | SEC USE ONLY   |                |
| 4  | SOURCE OF FUNDS  |                |
| 5  | WC<br>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                |
| 7  | Delaware<br>SOLE VOTING POWER  |                |
| 8  | SHARED VOTING POWER  | 0              |
| 9  | SOLE DISPOSITIVE POWER   | 56,820         |
| 10 | SHARED DISPOSITIVE   | 0              |

POWER

56,820

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

56,820

12

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14

Less than 1%  
TYPE OF REPORTING  
PERSON

PN

CUSIP No. 34385P108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | LCS Event Partners, LLC  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | AF   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | Delaware   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |  | 56,820                   |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 0                        |
|   | 10   | SHARED DISPOSITIVE POWER |

11 56,820  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 56,820  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 34385P108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Safinia Partners, L.P.   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | WC   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | Delaware   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |  | 19,818                   |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 0                        |
|   | 10   | SHARED DISPOSITIVE POWER |

11 19,818  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 19,818  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN



CUSIP No. 34385P108

|              |  |
|--------------|--|
| 1            | NAME OF REPORTING PERSON   |
|              | LCS L/S, LLC   |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3            | SEC USE ONLY   |
| 4            | SOURCE OF FUNDS  |
|              | AF   |
| 5            | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|              | Delaware   |
| NUMBER OF    | 7  |
| SHARES       | SOLE   |
| BENEFICIALLY | VOTING POWER   |
|              | 0  |
| OWNED BY     | 8  |
| EACH         | SHARED   |
| REPORTING    | VOTING POWER   |
|              | 19,818   |
| PERSON WITH  | 9  |
|              | SOLE   |
|              | DISPOSITIVE POWER  |
|              | 0  |
|              | 10   |
|              | SHARED   |
|              | DISPOSITIVE POWER  |

19,818

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

19,818

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP No. 34385P108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | John A. Levin  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | AF   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | United States of America   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 5,000                    |
|   | 8  | SHARED VOTING POWER      |
|   |  | 9,314,997                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 5,000                    |
|   | 10   | SHARED DISPOSITIVE POWER |
|   |  | 12,424,234               |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12,429,234

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

32.2%

14 TYPE OF REPORTING  
PERSON

IN

CUSIP No. 34385P108

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (the "Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

ITEM 2.

IDENTITY AND BACKGROUND

Item 2 is hereby amended to add the following:

Effective February 28, 2018, Levin Capital Trilogy Master Fund, Ltd. changed its name to Bi-Directional Disequilibrium Master Fund, Ltd. ("Bi-Directional").

ITEM 3.

SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated as follows:

The Shares purchased by LCS on behalf of separately managed accounts, including Transamerica Large Cap Value Fund, a registered investment company under the Investment Company Act of 1940, as amended ("Transamerica"), for which LCS acts as sub-investment advisor, were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 12,258,233 Shares held in separately managed accounts that are beneficially owned directly by LCS is approximately \$60,347,703, including brokerage commissions.

The Shares purchased by Bi-Directional were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 89,363 Shares owned directly by Bi-Directional is approximately \$544,787, including brokerage commissions.

The Shares purchased by Levcap were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 56,820 Shares owned directly by Levcap is approximately \$280,825, including brokerage commissions.

The Shares purchased by Safinia were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 19,818 Shares owned directly by Safinia is approximately \$107,616, including brokerage commissions.

The Shares purchased by John Levin's wife were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 5,000 Shares owned directly by John Levin's wife is approximately \$39,359, including brokerage commissions.

To the best of the Reporting Persons' knowledge, none of the persons listed on Appendix A beneficially owns any securities of the Issuer.

ITEM 5.

INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a)-(d) are hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 38,647,687 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2017.



CUSIP No. 34385P108

A. LCS

(a) As of the close of business on March 5, 2018, LCS beneficially owned 12,424,234 Shares on behalf of separately managed accounts, including 1,275,129 Shares held by the separately managed account Transamerica.

Percentage: Approximately 32.1%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 9,314,997
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 12,424,234

(c) The transactions in the Shares by LCS on behalf of separately managed accounts, including Transamerica, since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

B. LCS GP

(a) As the General Partner of LCS, LCS GP is deemed to beneficially own the 12,424,234 Shares beneficially owned by LCS.

Percentage: Approximately 32.1%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 9,314,997
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 12,424,234

(c) LCS GP has not undertaken any transactions in the Shares since the filing of Amendment No. 2.

C. Bi-Directional

(a) As of the close of business on March 5, 2018, Bi-Directional beneficially owned 89,363 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 89,363 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 89,363 \*

CUSIP No. 34385P108

\* As the general partner to Bi-Directional, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to Bi-Directional, LCS has shared voting and dispositive power over these Shares.

(c) The transactions in the Shares by Bi-Directional since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

#### D. LCSL

(a) As the General Partner of Bi-Directional, LCSL is deemed to beneficially own the 89,363 Shares beneficially owned by Bi-Directional.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 89,363 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 89,363 \*

\* As the general partner to Bi-Directional, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to Bi-Directional, LCS has shared voting and dispositive power over these Shares.

(c) LCSL has not undertaken any transactions in the Shares since the filing of Amendment No. 2.

#### E. Levcap

(a) As of the close of business on March 5, 2018, Levcap beneficially owned 56,820 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 56,820 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 56,820\*

\* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c) Levcap has not undertaken any transactions in the Shares since the filing of Amendment No. 2.



CUSIP No. 34385P108

F. LCSEP

(a) As the General Partner of Levcap, LCSEP is deemed to beneficially own the 56,820 Shares beneficially owned by Levcap.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 56,820 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 56,820\*

\* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c) LCSEP has not undertaken any transactions in the Shares since the filing of Amendment No. 2.

G. Safinia

(a) As of the close of business on March 5, 2018, Safinia beneficially owned 19,818 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 19,818 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 19,818 \*

\* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c) Safinia has not undertaken any transactions in the Shares since the filing of Amendment No. 2.

H. LCSLS

(a) As the General Partner of Safinia, LCSLS is deemed to beneficially own the 19,818 Shares beneficially owned by Safinia.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 19,818 \*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 19,818 \*

CUSIP No. 34385P108

\* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c) LCSLS has not undertaken any transactions in the Shares since the filing of Amendment No. 2.

I. John Levin

(a) As the Chief Executive Officer of LCS and the Managing Member of each of LCSL, LCSEP and LCSLS, Mr. Levin is deemed to beneficially own 12,424,234 Shares beneficially owned by LCS. Mr. John Levin's wife beneficially owns an additional 5,000 shares.

Percentage: Approximately 32.2%.

- (b)
1. Sole power to vote or direct vote: 5,000
  2. Shared power to vote or direct vote: 9,314,997
  3. Sole power to dispose or direct the disposition: 5,000
  4. Shared power to dispose or direct the disposition: 12,424,234

(c) The transactions in the Shares by Mr. Levin since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. 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.

To the best of the Reporting Persons' knowledge, none of the persons listed on Appendix A beneficially owns any securities of the Issuer.

(d) A separately managed account, Transamerica, a registered investment company under the Investment Company Act of 1940, as amended, for which LCS acts as sub-investment advisor, has the right to receive dividends from, and the proceeds from the sale of, 1,275,129 Shares. Voting and dispositive power over such Shares is deemed to be shared between LCS and Transamerica.

Various other separately managed accounts for whom LCS acts as investment manager have the right to receive dividends from, and the proceeds from the sale of 10,983,104 Shares. Dispositive power over such Shares is shared. Voting power over such Shares is deemed shared between such managed accounts and LCS with respect to 9,314,997 Shares.

CUSIP No. 34385P108

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2018

Levin Capital Strategies, L.P.

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Chief Executive Officer

Levin Capital Strategies  
GP, LLC

By: John A. Levin 2005  
GRAT Separation  
Trust, as Managing  
Member

By: /s/ Elisabeth Levin  
Name: Elisabeth Levin  
Title: Trustee

Bi-Directional Disequilibrium  
Master Fund, Ltd.

By: LCS, LLC, its  
General Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

LCS, LLC

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

Levcap Alternative Fund, L.P

By: /s/ LCS Event Partners,  
LLC, its General Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

LCS Event Partners, LLC

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

CUSIP No. 34385P108

Safinia Partners, L.P.

By: LCS L/S, LLC, its  
General Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

LCS L/S, LLC

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

/s/ John A. Levin  
John A. Levin

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CUSIP No. 34385P108

**Schedule A****Transactions in the Shares Since the Filing of Amendment No. 2**

| <b>Date</b> | <b>Code</b> | <b>Quantity</b> | <b>Gross Price</b> | <b>Reporting Persons</b>                        |
|-------------|-------------|-----------------|--------------------|---|
| 3/2/2018    | Buy         | 221,174         | 6.2392             | Levin Capital Strategies, L.P.                  |
| 3/2/2018    | Buy         | 13,745          | 6.2497             | Levin Capital Strategies, L.P.                  |
| 3/2/2018    | Buy         | 6,327           | 6.2392             | Bi-Directional Disequilibrium Master Fund, Ltd. |
| 3/2/2018    | Buy         | 170             | 6.25               | Levin Capital Strategies, L.P.                  |
| 3/2/2018    | Buy         | 415             | 6.25               | Levin Capital Strategies, L.P.                  |
| 3/2/2018    | Buy         | 6,824           | 6.3735             | Levin Capital Strategies, L.P.                  |
| 3/1/2018    | Buy         | 100             | 6.6525             | Levin Capital Strategies, L.P.                  |
| 3/1/2018    | Buy         | 1,600           | 6.7269             | Levin Capital Strategies, L.P.                  |
| 2/28/2018   | Buy         | 8,950           | 6.797              | Levin Capital Strategies, L.P.                  |
| 2/27/2018   | Buy         | 5,000           | 6.8673             | Levin Capital Strategies, L.P.                  |
| 2/15/2018   | Buy         | 5,000           | 7.8558             | Levin Capital Strategies, L.P.                  |
| 2/15/2018   | Buy         | 5,000           | 7.8558             | John Levin's Wife                               |
| 2/8/2018    | Buy         | 12,338          | 5.7398             | Levin Capital Strategies, L.P.                  |
| 2/7/2018    | Buy         | 3,100           | 5.6087             | Levin Capital Strategies, L.P.                  |
| 2/6/2018    | Buy         | 50,510          | 5.7414             | Levin Capital Strategies, L.P.                  |
| 2/5/2018    | Buy         | 33,887          | 5.9157             | Levin Capital Strategies, L.P.                  |
| 2/2/2018    | Buy         | 17,100          | 6.0521             | Levin Capital Strategies, L.P.                  |
| 2/1/2018    | Buy         | 7,866           | 6.1152             | Levin Capital Strategies, L.P.                  |
| 1/31/2018   | Buy         | 136,850         | 6.177              | Levin Capital Strategies, L.P.                  |
| 1/31/2018   | Buy         | 8,175           | 6.2694             | Levin Capital Strategies, L.P.                  |
| 1/23/2018   | Buy         | 2,995           | 6.6861             | Levin Capital Strategies, L.P.                  |
| 1/22/2018   | Buy         | 3,876           | 6.4759             | Levin Capital Strategies, L.P.                  |
| 1/16/2018   | Buy         | 887             | 6.6829             | Levin Capital Strategies, L.P.                  |
| 1/10/2018   | Buy         | 21              | 6.1362             | Levin Capital Strategies, L.P.                  |
| 1/10/2018   | Buy         | 35,129          | 6.1363             | Levin Capital Strategies, L.P.*                 |
| 1/10/2018   | Buy         | 50              | 6.1364             | Levin Capital Strategies, L.P.                  |
| 1/9/2018    | Buy         | 17,927          | 6.445              | Levin Capital Strategies, L.P.                  |
| 1/9/2018    | Buy         | 47,434          | 6.445              | Levin Capital Strategies, L.P.*                 |
| 1/9/2018    | Buy         | 15              | 6.4453             | Levin Capital Strategies, L.P.                  |

\* Trade made on behalf of separately managed account Transamerica Large Cap Value Fund.