

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 001-34180

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

(Address of principal executive offices)

77-0513190

(I.R.S. Employer
Identification Number)

94080

(Zip Code)

Registrant's telephone number, including area code: (650) 266-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.001 Par Value per Share
Preferred Share Purchase Rights

Name of each exchange on which registered
The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933, as amended. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

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 company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant was approximately \$262,199,821 (based on a closing sale price of \$9.03 per share as reported for the NASDAQ Global Select Market on June 30, 2016). Shares of common stock held by each executive officer and director and by each other person who may be deemed to be an affiliate of the Registrant have been excluded from this computation. The determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock, \$0.001 par value per share, outstanding as of March 31, 2017 was 29,291,677.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Form 10-K/A”) to the Annual Report on Form 10-K of Fluidigm Corporation, a Delaware corporation (referred to as “Fluidigm”, “we”, “us”, or “our”) for the fiscal year ended December 31, 2016, originally filed with the Securities and Exchange Commission (“SEC”) on March 3, 2017 (the “Original 10-K”), is being filed for the purpose of including the information required by Part III of Form 10-K. Fluidigm does not anticipate filing its definitive proxy statement within 120 days of its fiscal year ended December 31, 2016. Therefore, the information required by Part III of Form 10-K will not be incorporated by reference to our definitive proxy statement for the 2017 Annual Meeting of Stockholders. Part III, Items 10-14, of our Original 10-K are hereby amended and restated in their entirety.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, in connection with this Form 10-K/A, our Chief Executive Officer and Chief Financial Officer are providing Rule 13a-14(a) certifications as included herein. We are amending Item 15 of Part IV solely to reflect the inclusion of these certifications.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original Form 10-K. Furthermore, this Form 10-K/A does not change any previously reported financial results, nor does it reflect events occurring after the filing date of the Original 10-K. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time the Original 10-K was filed.

TABLE OF CONTENTS

	<u>Page</u>
PART III	
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>4</u>
<u>Item 11. Executive Compensation</u>	<u>11</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>37</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>41</u>
PART IV	
<u>Item 14. Principal Accounting Fees and Services</u>	<u>42</u>
<u>Item 15. Exhibits, Financial Statement Schedules</u>	<u>43</u>
<u>Signatures</u>	<u>44</u>

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Board of Directors

Our board of directors is currently comprised of eight members and is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a term of three years to succeed the class of directors whose terms are then expiring. The terms of the directors will expire upon the election and qualification of successor directors at the annual meeting of stockholders to be held during the years 2017 for the Class I directors, 2018 for the Class II directors, and 2019 for the Class III directors.

The following table sets forth the names, ages as of March 31, 2017, and certain other information for each of our current directors:

Name	Class	Age	Position	Director Since
Evan Jones(1)(2)	I	60	Director	2011
Patrick S. Jones(1)	I	72	Director	2011
John A. Young(2)(3)	II	84	Director	2001
Gerhard F. Burbach(1)(2)	II	55	Director	2013
Carlos Paya(3)	II	58	Director	2017
Samuel D. Colella(2)(3)	III	77	Chairman	2000
Stephen Christopher Linthwaite	III	45	President, Chief Executive Officer and Director	2016
Nicolas Barthelemy(2)	III	51	Director	2017

(1) Member of our audit committee

(2) Member of our compensation committee

(3) Member of our nominating and corporate governance committee

Class I Directors (Term Expiring in 2017)

Evan Jones, age 60, has served as a member of our board of directors since April 2011. Since 2007, Mr. Jones has served as managing member of jVen Capital, LLC, a life sciences investment company. He also serves as chairman and chief executive officer of OpGen, Inc. (NASDAQ: OPGN), a publicly-traded precision medicine company using molecular diagnostics and bioinformatics to combat infectious diseases. Previously, he co-founded Digene Corporation, or Digene, a publicly-traded biotechnology company focused on women's health and molecular diagnostic testing that was sold to Qiagen, N.V. (NASDAQ: QGEN) in 2007. He served as chairman of Digene's board of directors from 1995 to 2007, as Digene's chief executive officer from 1990 to 2006, and as Digene's president from 1990 to 1999. From 2008 to 2013, Mr. Jones also served as a member of the board of directors of CAS Medical Systems, Inc. (NASDAQ: CASM), a developer of patient vital signs monitoring products and technologies. In addition, Mr. Jones has served as a member of the board of directors of Foundation Medicine, Inc. (NASDAQ: FMI), a molecular information company dedicated to transformations in cancer care, since 2013, and Veracyte, Inc. (NASDAQ: VCYT), a molecular cytology company, since 2008. Mr. Jones received a B.A. from the University of Colorado and an M.B.A. from The Wharton School at the University of Pennsylvania. We believe that Mr. Jones' extensive experience in the molecular diagnostic testing industry, as chief executive officer of a public company focused on molecular diagnostic testing, as well as his service as a director of other public and private companies, qualifies him to serve on our board of directors.

Patrick S. Jones, age 72, has served as a member of our board of directors since March 2011. Mr. Jones has been a private investor since March 2001. Mr. Jones currently serves as chairman of Inside Secure SA (PAR: INSD.PA), a company that makes digital security solutions. He also serves on the board of directors of Talend SA (NASDAQ: TLND), a data integration software company, and Itesoftware SA (PAR: ITE.PA), a business process automation software company. From 2005 to May 2015, Mr. Jones served on the board of directors of Lattice

Semiconductor Corporation (NASDAQ: LSCC), a fabless semiconductor company. From 2012 to 2013, Mr. Jones served as chairman of Dialogic Inc. (OTC: DLGC), a communications technology company. From 2005 to 2012, Mr. Jones served as chairman of Epocrates, Inc., a provider of clinical solutions to healthcare professionals and interactive services to the healthcare industry, which was acquired by athenahealth, Inc. in 2013. From 2007 to 2012, Mr. Jones also served on the board of directors of Openwave Systems Inc., a telecom infrastructure software provider that changed its name to Unwired Planet (NASDAQ: UPIP) in 2012. From 2007 to 2011, Mr. Jones served on the board of directors of Novell, Inc., an enterprise infrastructure software provider that was sold to Attachmate Corporation in 2011. From June 1998 to March 2001, Mr. Jones was the senior vice president and chief financial officer of Gemplus International S.A. (now GEMALTO N.V.), a provider of solutions empowered by smart cards. From March 1992 to June 1998, he was vice president of finance and corporate controller at Intel Corporation, a producer of microchips and communications products. Prior to that, Mr. Jones served as chief financial officer of LSI Corporation (formerly known as LSI Logic), a semiconductor company. Mr. Jones received a B.A. from the University of Illinois and an M.B.A. from St. Louis University. We believe that Mr. Jones' significant financial and accounting expertise and international business experience qualify him to serve on our board of directors.

Class II Directors (Term Expiring in 2018)

John A. Young, age 84, has been a member of our board of directors since March 2001. Mr. Young retired in October 1992 after having served as president and chief executive officer of Hewlett-Packard Company, a diversified electronics manufacturer, since 1978. Mr. Young served as a director of Affymetrix, Inc. (NASDAQ: AFFX), a provider of genomic analysis tools and reagents for genetic testing, from 1992 to 2010, and Vermillion, Inc. (NASDAQ: VRML), a molecular diagnostics company, from 1994 to 2008. He currently serves as a director of Nanosys, Inc., a private venture-backed semiconductor company specializing in nanotechnology. Mr. Young received a B.S. in electrical engineering from Oregon State University and an M.B.A. from Stanford University. We believe that Mr. Young's extensive executive management experience qualifies him to serve on our board of directors. As previously disclosed in our Current Report on Form 8-K filed on March 2, 2017, Mr. Young has notified the Company that he intends to resign from our board of directors no later than our next annual meeting of stockholders.

Gerhard F. Burbach, age 55, has been a member of our board of directors since January 2013. Mr. Burbach currently serves as chairman of the board of directors of Autonomic Technologies, Inc., or ATI, a private medical device company focused on the treatment of severe headaches, and is chairman of the board of directors of Procyon Inc., a private medical device company focused on the treatment of chronic heart failure. Mr. Burbach served as interim chief executive officer and president of ATI from December 2015 to April 2016. From January 2006 to September 2014, Mr. Burbach served as president, chief executive officer, and director of Thoratec Corporation (NASDAQ: THOR), a company that develops, manufactures, and markets proprietary medical devices used for circulatory support. In addition, from 2004 to February 2013, Mr. Burbach served as a member of the board of directors of Digirad Corporation (NASDAQ: DRAD), a company focused on diagnostic imaging products. From April 2005 to January 2006, Mr. Burbach served as president and chief executive officer of Digirad Corporation. From July 2003 to April 2005, he served as president and chief executive officer of Bacchus Vascular, Inc., a developer of catheter-based medical devices. From January 2001 to July 2003, he served as chief executive officer of Philips Nuclear Medicine, a division of Philips Electronics, and before its acquisition by Philips, he worked for four years for ADAC Laboratories, most recently as president. Mr. Burbach also spent six years with the management consulting firm of McKinsey & Company, Inc., where he was most recently a senior engagement manager in the firm's healthcare practice. Mr. Burbach received a B.S. in Industrial Engineering from Stanford University in 1984 and an M.B.A. from Harvard business School in 1990. We believe that Mr. Burbach's experience as a chief executive officer and director of other public life sciences companies qualifies him to serve on our board of directors.

Carlos Paya, M.D., Ph.D., age 58, has served as a member of our board of directors since March 2017. Since May 2011, Dr. Paya has served as president, chief executive officer and director of Immune Design Corp. He previously served as president of Elan Corporation, a pharmaceutical corporation, which was acquired by Perrigo Company, from November 2008 to April 2011. Before joining Elan Corporation, Dr. Paya was at Eli Lilly & Company, a pharmaceutical corporation, from September 2001 to November 2008, as vice president, Lilly Research Laboratories. From January 1991 to August 2001, Dr. Paya was professor of medicine, immunology, and pathology, and vice dean of the clinical investigation program at the Mayo Clinic in Rochester, Minnesota. He received his M.D. and Ph.D. degrees from the University of Madrid and underwent postdoctoral training at the Institute Pasteur, Paris,

France. We believe that Dr. Paya's experience in the life sciences industry gives him the qualifications and skills to serve on our Board.

Class III Directors (Term Expiring in 2019)

Samuel D. Colella, age 77, has served as a member and chairman of our board of directors since July 2000. Mr. Colella is a managing director of Versant Ventures, a healthcare venture capital firm he co-founded in 1999, and has been a general partner of Institutional Venture Partners since 1984. Mr. Colella currently serves on the board of directors of Flexion Therapeutics, Inc. (NASDAQ: FLXN), a specialty pharmaceutical company. Mr. Colella also is currently a member of the board of directors of several private companies. Mr. Colella served on the board of directors of Genomic Health, Inc. (NASDAQ: GHDX), a molecular diagnostics company, from 2001 to 2014; Alexza Pharmaceuticals, Inc. (NASDAQ: ALXA), a pharmaceutical company, from 2002 to 2012; Jazz Pharmaceuticals, Inc. (NASDAQ: JAZZ), a biopharmaceutical company, from 2003 to 2012; Veracyte, Inc. (NASDAQ: VCYT), a diagnostics company, from 2006 to 2014; Solta Medical, Inc., a medical aesthetics company, from 1997 to 2007; and Symyx Technologies, Inc., a life science company that merged with Accelrys, Inc. from 1997 to 2007. Mr. Colella received a B.S. in business and engineering from the University of Pittsburgh and an M.B.A. from Stanford University. We believe that Mr. Colella's broad understanding of the life science industry and his extensive experience working with emerging private and public companies, including prior service as chairman of boards of directors, qualifies him to serve on, and as chairman of our board of directors.

Stephen Christopher Linthwaite, age 45, joined Fluidigm as President and Chief Operating Officer in August 2016 and has served as our President, Chief Executive Officer, and Director since October 2016. From August 2003 to April 2016, Mr. Linthwaite held various managerial positions at Thermo Fisher Scientific Inc., a life sciences company, and prior to its acquisition by Thermo Fisher, at Life Technologies Corporation, a life sciences company, including president, genetic sciences division, from December 2014 to April 2016, president, genetic analysis platform, from September 2011 to December 2014, and various other managerial positions at Invitrogen prior to the creation of Life Technologies through a merger of Invitrogen and Applied Biosystems. Prior to joining Invitrogen, Mr. Linthwaite held various strategic consulting roles. Mr. Linthwaite served on the board of directors of Claritas Genomics, Inc. from December 2014 to April 2016. Mr. Linthwaite received a M.B.A. from the University of Virginia (Darden) School of Business, and a B.A. in Foreign Affairs from the University of Virginia. Prior to business school, Mr. Linthwaite served on active duty in the U.S. Army as an armor officer. We believe that Mr. Linthwaite's extensive industry experience with life sciences companies qualifies him to serve on our board.

Nicolas M. Barthelemy, age 51, has served as a member of our board of directors since March 2017. Mr. Barthelemy brings over 25 years of health-care industry experience to the director role. From 2014 to February 2017, Mr. Barthelemy served as the president and chief executive officer of Biotheranostics, Inc., a molecular diagnostics company. From 2010 until 2013, he served as president, global commercial operations at Life Technologies Corporation, a global life sciences company, which was acquired by Thermo Fisher Scientific Inc. in February 2014. Prior to that position, he led the \$850M Cell Systems division from 2005 to 2010. Before Life Technologies, from 1996 to 2004, Mr. Barthelemy was with Biogen Inc., a biotechnology company, most recently as vice president, manufacturing and general manager for the company's manufacturing organization at Research Triangle Park. He began his career with Merck & Co., Inc. (NYSE: MRK), a pharmaceutical company, as a project engineer in the vaccine division and worked for the company from 1991 to 1996. Mr. Barthelemy currently serves as a member of the boards of directors of Repligen Corporation (NASDAQ: RGEN), a biotechnology company. He received an M.S. in Chemical Engineering from the University of California, Berkeley in 1991, and an engineering degree from Ecole Supérieure de Physique et Chimie Industrielles, Paris in 1989. We believe that Mr. Barthelemy's extensive experience in manufacturing, distributing and commercializing life science instruments, reagents and services, his knowledge of the research and clinical markets as well as his relevant public board experience qualify him to serve on our board of directors.

Executive Officers

The names of our executive officers, their ages, their positions with Fluidigm and other biographical information as of March 31, 2017 are set forth below. There are no family relationships among any of our directors or executive officers.

Name	Age	Position
Stephen Christopher Linthwaite	45	President, Chief Executive Officer, and Director
Vikram. Jog	60	Chief Financial Officer
Steven C. McPhail	63	Chief Commercial Officer
Mai Chan (Grace) Yow	58	Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte. Ltd.
Nicholas Khadder	43	Senior Vice President, General Counsel, Chief Compliance Officer and Secretary
Jennifer Lee	54	Vice President, Controller, and Principal Accounting Officer

Stephen Christopher Linthwaite. Please see the biographical information above in the section entitled “*Board of Directors and Corporate Governance – Class III Directors (Term Expiring in 2019).*”

Vikram Jog has served as our Chief Financial Officer since February 2008. From April 2005 to February 2008, Mr. Jog served as chief financial officer for XDX, Inc. (now CareDx, Inc.), a molecular diagnostics company. From March 2003 to April 2005, Mr. Jog was a vice president of Applera Corporation, a life science company that is now part of Thermo Fisher Scientific, and vice president of finance for its related businesses, Celera Genomics and Celera Diagnostics. From April 2001 to March 2003, Mr. Jog was vice president of finance for Celera Diagnostics and corporate controller of Applera Corporation. Mr. Jog received a Bachelor of Commerce degree from Delhi University and an M.B.A. from Temple University. Mr. Jog is a member of the American Institute of Certified Public Accountants.

Steven C. McPhail joined Fluidigm as General Manager, Production Genomics in May 2015 and became our Chief Commercial Officer in August 2016. From December 2014 to March 2015, Mr. McPhail was vice president, special projects at Quintiles Transnational Corporation, a biopharmaceutical development and commercial outsourcing services firm. From February 2003 to August 2012, Mr. McPhail was president and chief executive officer of Expression Analysis, Inc., a genomic services company that was acquired by Quintiles Transnational Corporation in August 2012, where Mr. McPhail was president of the post-acquisition operation until December 2014. Prior to Expression Analysis, Inc., Mr. McPhail held various staff and management positions at companies in the diagnostic, biotechnology, and medical device markets, including ArgoMed Inc., Xanthon, Inc., TriPath Imaging Inc., Dynex Technologies, Inc., and Abbott Laboratories. Mr. McPhail serves on the board of visitors of NC Children's Hospital and on the board of trustees of the Carolinas chapter of the Crohn's and Colitis Foundation of America as well as ImproveCareNow, a quality improvement network designed to improve the care and outcomes of children with inflammatory bowel disease. Mr. McPhail received a B.S. in Biology from San Diego State University.

Mai Chan (Grace) Yow has served as Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte. Ltd., our Singapore subsidiary, since February 2012, and as Managing Director of Fluidigm Singapore Pte. Ltd. since March 2006. Ms. Yow served as Vice President, Worldwide Manufacturing, from March 2006 to January 2012. From June 2005 to March 2006, Ms. Yow served as General Manager of Fluidigm Singapore Pte. Ltd. From August 2004 to May 2005, Ms. Yow served as vice president engineering (Asia) for Kulicke and Soffa, a public semiconductor equipment manufacturer. From March 1991 to July 2004, Ms. Yow served as director, assembly operations, plant facilities and EHS, for National Semiconductor Singapore, a semiconductor fabrication subsidiary of National Semiconductor Corporation. Ms. Yow received a B.E. in electronic engineering from Curtin University, a certificate in management studies from the Singapore Institute of Management, and a diploma in electrical engineering from Singapore Polytechnic.

Nicholas Khadder has served as our Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary since June 2016. From 2010 to June 2016, Mr. Khadder held various positions at Amyris, Inc., an industrial biotechnology company, including senior vice president, general counsel and corporate secretary from 2013 to June 2016, interim general counsel from July 2013 to December 2013 and assistant general counsel from October 2010 to July 2013. Prior to joining Amyris, Mr. Khadder served in senior corporate counsel roles at LeapFrog Enterprises, Inc., an educational entertainment company, from August 2008 to September 2010, and at Protiviti, Inc.,

an internal audit and risk consulting firm, from June 2005 to July 2008. Before commencing his in-house legal career, Mr. Khadder was a corporate law associate at Fenwick & West LLP from 1998 to 2005. Mr. Khadder received a J.D. from Berkeley Law (the University of California, Berkeley, School of Law) and a B.A. in English from the University of California, Berkeley.

Jennifer Lee has served as Vice President, Controller, and Principal Accounting Officer since May 2016. From 1996 to May 2016, Ms. Lee held various finance leadership roles at Genentech, Inc., a biotechnology company that was acquired by Roche Holdings, Inc., in March 2009, including Director of Commercial Finance from 2010 to May 2016, Director of General Audit from 2008 to 2009, Director of Collaborations Finance and Royalties from 2006 to 2008 and Associate Director of External Reporting from 2000 to 2006. Prior to joining Genentech, Ms. Lee held staff and managerial roles at Pacific Gas and Electric Company and Arthur Andersen & Co. Ms. Lee received her B.S. in accounting from San Francisco State University and her M.B.A. from Golden Gate University. Ms. Lee is also a certified public accountant.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, requires our directors, executive officers, and holders of more than 10% of our common stock to file with the SEC reports regarding their ownership and changes in ownership of our securities. We believe that our directors, executive officers, and 10% stockholders complied with all Section 16(a) filing requirements in 2016. In making these statements, we have relied upon examination of the filings made with the SEC and the written representations of our directors and executive officers.

Fluidigm Policies on Business Conduct

We are committed to the highest standards of integrity and ethics in the way we conduct our business. We have adopted a code of ethics and conduct that applies to our board of directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and other executive and senior officers. Our code of ethics and conduct establishes our policies and expectations with respect to a wide range of business conduct, including preparation and maintenance of financial and accounting information, compliance with laws, and conflicts of interest.

Under our code of ethics and conduct, each of our directors, officers, and employees is required to report suspected or actual violations to the extent permitted by law. In addition, we have adopted separate procedures concerning the receipt and investigation of complaints relating to accounting or audit matters. These procedures have been adopted and are administered by our audit committee.

Our code of ethics and conduct is available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>. When required by the rules of the NASDAQ Global Select Market, also referred to as NASDAQ, or the SEC, we will disclose any future amendment to, or waiver of, any provision of the code of ethics and conduct for our Chief Executive Officer, Principal Financial Officer, Principal Accounting Officer, or any member of our board of directors on our website at www.fluidigm.com in the Governance section of the Investors webpage, within four business days following the date of such amendment or waiver.

Corporate Governance Principles

Our board of directors has adopted a set of principles that establish the corporate governance policies pursuant to which our board of directors intends to conduct its oversight of our business in accordance with its fiduciary responsibilities. Among other things, these corporate governance principles address the establishment and operation of board committees, the role of our chairman, and matters relating to director independence and performance assessments. Our corporate governance principles are available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>.

Board Committees

Our board of directors has three standing committees: an audit committee, a compensation committee, and a nominating and corporate governance committee.

Audit Committee. Our audit committee currently consists of directors Patrick S. Jones, Evan Jones, and Gerhard F. Burbach. Patrick S. Jones is the chairman of the audit committee, who also served on the audit committee during 2016. Our board of directors has determined that each of Patrick S. Jones, Gerhard F. Burbach, and Evan Jones is independent and financially literate under the current rules and regulations of the SEC and NASDAQ, and that Patrick S. Jones qualifies as an “audit committee financial expert” within the meaning of the rules and regulations of the SEC.

Our audit committee oversees our corporate accounting and financial reporting process and our enterprise risk management process, and assists our board of directors in monitoring our financial systems and our legal and regulatory compliance. Our audit committee is authorized to, among other things:

- oversee the work of our independent registered public accounting firm;
- approve the hiring, discharge, and compensation of our independent registered public accounting firm;
- approve engagements of our independent registered public accounting firm to render any audit or permissible non-audit services;
- evaluate the qualifications, independence, and performance of our independent registered public accounting firm;
- discuss and, as appropriate, review with management and our independent registered public accounting firm our annual and quarterly financial statements and our major critical accounting policies and practices;
- review management’s assessment of our internal controls; and
- review the adequacy and effectiveness of our internal control policies and procedures.

Our audit committee operates under a written charter approved by our board of directors. The charter is available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>. Our audit committee held 10 meetings during 2016.

Compensation Committee. In 2016, our compensation committee consisted of directors Gerhard F. Burbach, Evan Jones, John A. Young, and Samuel D. Colella. In March 2017, Nicolas Barthelemy was also appointed to the compensation committee. Mr. Burbach is the chairman of our compensation committee. Each member of our compensation committee is an independent director under the applicable rules and regulations of the SEC and NASDAQ and an outside director as defined pursuant to Section 162(m) of the U.S. Internal Revenue Code, as amended. Furthermore, if required to ensure compliance with Rule 16b-3 under the Exchange Act, a subcommittee of the compensation committee or the board of directors considers and approves the grant of equity awards to our executive officers.

Our compensation committee oversees our corporate compensation programs and is authorized to, among other things:

- review the compensation and benefits of our Chief Executive Officer and other executive officers;
- review our corporate goals and objectives relevant to compensation of our Chief Executive Officer;
- assist our board in providing oversight of the company’s overall compensation plans and benefits program; and

- administer our equity incentive plans.

Please see the sections entitled “*Compensation of Non-Employee Directors*” and “*Executive Compensation*” for a description of our processes and procedures for the consideration and determination of executive and director compensation.

Our compensation committee operates under a written charter approved by the board of directors, which is available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>. Our compensation committee held 11 meetings during 2016.

Nominating and Corporate Governance Committee. In 2016, our nominating and corporate governance committee consisted of directors Samuel D. Colella and John A. Young. In March 2017, Carlos Paya was also appointed to the nominating and corporate governance committee. Mr. Colella is the chairman of the nominating and corporate governance committee. Our board of directors has determined that each of Samuel D. Colella, John A. Young and Carlos Paya is an independent director under the applicable rules and regulations of the SEC and NASDAQ.

Our nominating and corporate governance committee oversees and assists our board of directors in reviewing and recommending nominees for election as directors and oversees our corporate governance matters. The nominating and corporate governance committee is authorized to, among other things:

- evaluate and make recommendations regarding the composition, organization, and governance of the board of directors and its committees;
- evaluate the performance of members of the board of directors and make recommendations regarding committee and chair assignments;
- recommend desired qualifications for board of directors membership and conduct searches for potential members of the board of directors;
- review and recommend board compensation programs for outside directors; and
- develop and make recommendations with regard to our corporate governance guidelines.

Our nominating and corporate governance committee operates under a written charter approved by the board of directors, which is available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>. Our nominating and corporate governance committee held four meetings during 2016.

Process for Recommending Candidates to the Board of Directors

No material changes have been made to the procedures by which our stockholders may recommend nominees to our board of directors.

Item 11. Executive Compensation

Compensation Discussion and Analysis

The following discussion and analysis of compensation arrangements of our named executive officers should be read together with the compensation tables and related disclosures set forth below. This discussion contains forward-looking statements that are based on our current plans, considerations, expectations, and determinations regarding future compensation programs. The actual amount and form of compensation and the compensation programs that we adopt may differ materially from currently planned programs as summarized in this discussion.

This Compensation Discussion and Analysis provides information regarding the 2016 compensation awarded to, earned by, or paid to our named executive officers. These individuals were:

- Stephen Christopher Linthwaite, our President and Chief Executive Officer;
- Vikram Jog, our Chief Financial Officer;
- Nicholas Khadder, our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary;
- Steven C. McPhail, our Chief Commercial Officer;
- Mai Chan (Grace) Yow, our Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte. Ltd.;
- Gajus V. Worthington, our former President and Chief Executive Officer;
- William M. Smith, our former Executive Vice President, Legal Affairs, General Counsel and Secretary; and
- Marc Unger, Ph.D., our former Executive Vice President, Research and Development and Marketing.

Management Changes During 2016

Mr. Linthwaite joined Fluidigm as our Chief Operating Officer and President on August 4, 2016. On October 19, 2016, he was appointed our Chief Executive Officer and President. Mr. Worthington resigned from his position of President and Chief Executive Officer effective October 19, 2016. Mr. Unger resigned from his position of Executive Vice President, Research and Development and Marketing effective December 12, 2016 following a leave of absence from the Company. Mr. Smith resigned from his position of Executive Vice President, Legal Affairs, General Counsel and Secretary effective June 6, 2016, but continued with the Company as an employee in a non-executive capacity through January 1, 2017. Mr. Khadder joined us as our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary on June 6, 2016. Mr. McPhail joined Fluidigm as General Manager, Production Genomics in May 2015 and became our Chief Commercial Officer in August 2016.

Overview

The compensation committee of our board of directors is responsible for establishing, implementing, and monitoring adherence with our compensation philosophy. The committee seeks to ensure that the total compensation paid to our executive officers is fair and reasonable. Currently, we have six executive officers, five of whom are our named executive officers. In addition, as required by the rules of the SEC, we have included Gajus Worthington, our former President and Chief Executive Officer, in our compensation table because he served as our Principal Executive Officer through October 2017, when Mr. Linthwaite became our President and Chief Executive Officer. Mr. Worthington continues to work with us as a consultant. We have also included William M. Smith, our former Senior Vice President, General Counsel, Chief Compliance Officer and Secretary, and Marc Unger, our former Executive Vice President, Research and Development and Marketing, because they are former executive officers for whom disclosure would have been required if they had still been serving as executive officers as of December 31, 2016. As a group, we

refer to these executive officers as our “named executive officers.” Details of 2016 compensation for our named executive officers can be found in the section entitled “*Executive Compensation—Summary Compensation Table*.”

This section describes our compensation program for our executive officers and how it applies to our named executive officers specifically. The discussion focuses on our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. We address why we believe our compensation program is appropriate for us and our stockholders and explain how executive compensation is determined.

Objectives and Principles of Our Executive Compensation Program

The primary goal of our executive compensation program is to ensure that we attract, hire, and retain talented and experienced executive officers who are motivated to achieve or exceed our corporate goals. We seek to have an executive compensation program that fosters synergy among our management team, incentivizes our executive officers to achieve our short-term and long-term goals, and fairly rewards our executive officers for corporate and individual performance. In determining the form and amount of compensation payable to our executive officers, we are guided by the following objectives and principles:

- *Team-oriented approach to establishing compensation levels.* We believe that it is critical that our executive officers work together as a team to achieve overall corporate goals rather than focusing exclusively on individual departmental objectives.
- *Compensation should relate to performance.* We believe that executive compensation should be directly linked to corporate as well as individual performance, including through the use of performance-based compensation.
- *Equity awards help executive officers think like stockholders.* We believe that our executive officers’ total compensation should have a significant equity component because stock-based awards help reinforce the executive officers’ long-term interest in our overall performance and align the interests of our executive officers with the interests of our stockholders.
- *Total compensation opportunities should be competitive.* We believe that our total compensation programs should be competitive so that we can attract, retain, and motivate talented executive officers who will help us to perform better than our competitors.

We target total cash compensation for our executive officers, consisting of base salary and cash incentive bonuses, at approximately the 50th percentile of our peer group. Prior to 2016, we targeted long-term equity incentives for our executive officers between the 50th and 75th percentiles of our peer group. For 2016, we targeted equity incentives for our executive officers at approximately the 50th percentile of our peer group, which was reduced to manage available equity under our 2011 Equity Incentive Plan in 2016. For new executive officer hires, we establish initial base salaries through arm’s-length negotiation at the time we hire the individual executive officer, taking into account his or her position, qualifications, experience, prior salary level, the base salaries of our other executive officers, and our most recent compensation survey of our peer group. Except as described herein, our compensation committee has not adopted any formal or informal policies or guidelines for allocating compensation between cash and non-cash compensation, among different forms of non-cash compensation, or with respect to long-term and short-term performance. The determination of our compensation committee as to the appropriate use and weight of each component of executive compensation is subjective, based on its views of the relative importance of each component in meeting our overall objectives and factors relevant to the executive officer. An individual executive may be compensated above or below the targeted percentage based on factors such as performance, job criticality, experience and skill set. Since our initial public offering, cash compensation has played an increasing role in our compensation programs as we have sought to align compensation with our peer group. Nevertheless, equity compensation remains a meaningful element of our compensation philosophy.

Role of the Compensation Committee and Executive Officers in Setting Executive Compensation

The compensation committee has principal responsibility for reviewing our executive compensation structure, evaluating the performance of our executive officers relative to our corporate objectives, and considering and approving executive compensation. Members of the compensation committee are appointed by our board of directors. During 2016, our compensation committee consisted of Samuel D. Colella, Evan Jones, John A. Young, and Gerhard F. Burbach. In March 2017, Nicolas Barthelemy was appointed to our compensation committee and our compensation committee now consists of Samuel D. Colella, Evan Jones, John A. Young, Nicolas Barthelemy and Gerhard F. Burbach. Our compensation committee held 11 meetings during 2016. Mr. Burbach has served as Chairman of the compensation committee since February 2015.

Our compensation committee operates under a written charter adopted by our board of directors, which establishes the duties and authority of the compensation committee. A copy of our compensation committee charter is available on our website at <http://investors.fluidigm.com/corporate-governance.cfm>.

The fundamental responsibilities of our compensation committee are to:

- assist the board of directors in providing oversight of our compensation policies, plans, and benefits programs;
- assist the board of directors in discharging the board's responsibilities relating to oversight of the compensation of our executive officers (including officers reporting under Section 16 of the Exchange Act);
- review and make recommendations to the board of directors with respect to executive officer compensation, plans, policies, and programs; and
- administer our equity compensation plans for executive officers and employees.

In determining each executive officer's compensation, our compensation committee reviews our corporate financial performance and financial condition and assesses the performance of the individual executive officers. Individual executive officer performance is evaluated by our Chief Executive Officer, in the case of other executive officers, and by the compensation committee, in the case of our Chief Executive Officer. While our Chief Executive Officer provides input on his compensation, he does not participate in compensation committee or board deliberations regarding his own compensation. Our Chief Executive Officer meets with the compensation committee to discuss executive compensation matters and to make recommendations to the compensation committee with respect to other executive officers. The compensation committee may modify individual compensation components for executive officers and is not bound to accept the Chief Executive Officer's recommendations. The compensation committee (or, in some cases, the independent members of the board) makes all final compensation decisions for our executive officers. In addition, it is the compensation committee's practice to consult with the independent members of the board of directors prior to making material changes to our compensation policies.

Although we generally make many compensation decisions in the first quarter of the calendar year, the compensation evaluation process is ongoing. Compensation discussions and decisions are designed to promote our fundamental business objectives and strategy. Evaluation of management performance and rewards is performed annually or more often as needed.

2016 Advisory Stockholder Vote on Executive Compensation

We value the opinions of our stockholders. At the 2016 annual meeting of stockholders, more than 95% of shares voted on the say-on-pay proposal were in favor of our executive compensation program described in last year's proxy statement. In light of this strong stockholder support, our compensation committee affirmed our general principles and objectives relating to executive compensation and continues to apply such principles and objectives to our executive compensation program.

Executive Compensation Surveys

Our compensation committee has the authority to engage the services of outside consultants. In 2015 and 2016, the compensation committee directly engaged Radford, an independent compensation consulting firm, as its compensation consultant to review our then-existing executive compensation program, assess the competitiveness of such program, and advise our compensation committee on matters related to executive compensation for 2016.

Among other activities, Radford:

- assisted us in identifying a peer group of companies for purposes of benchmarking our levels of compensation, collectively referred to as the benchmark companies;
- gathered and analyzed compensation data from available compensation surveys; and
- assisted us in assessing the competitiveness of our executive officer compensation program and developing a going-forward equity strategy.

Radford reported directly to the compensation committee. The compensation committee assessed the independence of Radford taking into account, among other things, the enhanced independence standards and factors set forth in Exchange Act Rule 10C-1 and the applicable NASDAQ Listing Standards, and concluded that there were no conflicts of interest with respect to the work that Radford performed for the compensation committee.

Benchmark Companies

2015 Radford Survey for 2016 Executive Compensation. As directed by our compensation committee, in connection with its 2015 survey, Radford reviewed companies in medical device and biotechnology research-related industries that were comparable to us with respect to size, market capitalization, and revenue based upon information available in public filings and from Radford's Global Life Sciences Survey. The benchmark companies considered by our compensation committee and Radford as part of their 2016 executive compensation assessments were as follows:

Abaxis	Luminex	Sequenom
Accelerate Diagnostics	NanoString Technologies	SurModics
Affymetrix	Neogenomics	Veracyte
AtriCure	Pacific Biosciences	Zeltiq Aesthetics
GenMark Diagnostics	Quidel	
Inogen	Repligen	

Elements of Executive Compensation

The primary components of our executive compensation program are cash compensation, comprised of base salary and an annual incentive bonus plan, and long-term equity incentive awards. In addition, we have entered into severance and change of control agreements with our executive officers and provide our executive officers with health and other benefits that are generally available to all employees.

Cash Compensation

The first component of our executive compensation program is cash compensation, comprised of base salary and an executive bonus plan.

Base Salary

We pay an annual base salary to each of our executive officers in order to provide them with a fixed rate of cash compensation during the year. Our executive compensation philosophy is team-oriented as our success is

dependent on our management team's ability to work together to accomplish our corporate objectives. Therefore, we seek to provide our non-CEO executive officers with generally comparable levels of base salary.

2016 Base Salary. Generally, we establish the initial base salaries of our executive officers through arm's-length negotiation at the time we hire the individual executive officer, taking into account his or her position, qualifications, experience, prior salary level, the base salaries of our other executive officers, and our most recent compensation survey of our peer group. Thereafter, the compensation committee reviews the base salaries of our executive officers, including the named executive officers, annually and makes adjustments to base salaries as it determines to be necessary or appropriate. In February 2016, our compensation committee reviewed our executive officers' base salaries in light of the 2015 Radford survey and general compensation trends in our industry. The 2015 Radford survey concluded that our 2015 executive base salaries placed us at approximately the 50th percentile of the benchmark companies (with some variation by position), consistent with our total cash compensation target. As a result, base salary increases for the named executive officers in 2016 were modest, and the compensation committee did not approve any increase for our former Chief Executive Officer in light of our financial performance in 2015. Ms. Yow's relatively larger increase was based on the performance of our Singapore manufacturing operations in 2015, and Mr. McPhail's relatively smaller increase reflects the fact that he only joined us in 2015. Mr. Linthwaite's base salary at the time he was hired in August 2016 was initially \$450,000 per year, but increased to \$500,000 as a result of his promotion to President and Chief Executive Officer in October 2016. The 2016 base salary increases for our named executive officers, other than our executive officers who were hired in 2016, were retroactive to January 1, 2016.

Base Salary Summary. The table below provides a summary of the effective base salaries for each of our named executive officers in 2015 and 2016:

Named Executive Officers	2015 Base Salary(1)	2016 Base Salary(1)	2016 Base Salary Percentage Increase(2)
Stephen Christopher Linthwaite(3) <i>President and Chief Executive Officer</i>	—	\$500,000	—
Vikram Jog <i>Chief Financial Officer</i>	\$329,600	\$339,500	3.0%
Steven C. McPhail(4) <i>Chief Commercial Officer</i>	\$333,000	\$339,700	2.0%
Mai Chan (Grace) Yow(5) <i>Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte. Ltd.</i>	S\$403,224	S\$423,400	5.0%
Nicholas Khadder(6) <i>Senior Vice President, General Counsel, Chief Compliance Officer and Secretary</i>	—	\$325,000	—
Gajus V. Worthington(7) <i>Former President and Chief Executive Officer</i>	\$504,700	\$504,700	—
William M. Smith(8) <i>Former Executive Vice President, Legal Affairs, General Counsel and Secretary</i>	\$334,750	\$344,750	3.0%
Marc Unger, Ph.D.(9) <i>Former Executive Vice President, Research and Development and Marketing</i>	\$304,500	\$313,600	3.0%

(1) Represents the highest annualized base salary established for the named executive officer during the year indicated.

(2) Represents percentage of increase over prior year's base salary.

(3) Mr. Linthwaite joined Fluidigm as our Chief Operating Officer and President on August 4, 2016. On October 19, 2016, he was appointed our Chief Executive Officer and President. Mr. Linthwaite's base salary at the time he was hired in August 2016 was initially \$450,000 per year, but increased to \$500,000 as a result of his promotion to President and Chief Executive Officer.

(4) Mr. McPhail joined Fluidigm as our General Manager, Production Genomics in May 2015. In August 2016 he was appointed our Chief Commercial Officer.

(5) Base salaries for Ms. Yow are shown in Singapore dollars, the nominal currency in which Ms. Yow is paid. Ms. Yow's 2015 base salary expressed in U.S. Dollars based on the average exchange rates for the month of December 2015 would have been \$286,329. Ms. Yow's 2016 base salary expressed in U.S. Dollars based on the average exchange rates for the month of December 2016 would have been \$294,856.

- (6) Mr. Khadder joined Fluidigm as our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary on June 6, 2016.
- (7) Mr. Worthington served as our President and Chief Executive Officer until October 19, 2016.
- (8) Mr. Smith served as our Executive Vice President, Legal Affairs from February 2012 and as General Counsel and Secretary from May 2000 until June 2016.
- (9) Dr. Unger served as Executive Vice President, Research and Development and Marketing from December 10, 2015 until December 12, 2016.

Executive Bonus Plan

Our executive bonus plan is intended to provide a significant portion of our executive officers' potential compensation. In contrast to the longer term incentives of equity incentive awards, our bonus program is designed to ensure that our executive officers are focused on our near-term performance and on working together to achieve key identified corporate objectives, typically weighted toward financial objectives, during the applicable fiscal year.

General Terms. Our executive bonus plan creates a structure for our executive officer bonuses from year to year, while allowing the compensation committee to adopt specific programs each year. The executive bonus plan generally provides that executive officers will be eligible for a target bonus based upon the achievement of performance objectives established by the compensation committee. Since 2011, we have established a cash incentive program under the executive bonus plan annually, with payment of awards being determined based all or in part on achievement of performance objectives established by the compensation committee in its discretion. Under this structure, each of our fiscal years constitutes a new performance period under the bonus plan. Corporate goals under the bonus plan have been, and we expect will continue to be, reviewed each year and adjusted to reflect changes in our stage of development, competitive position, and corporate objectives.

Performance Objectives. Under the terms of our bonus plan, any of the following factors may be used as a performance objective:

- attainment of research and development milestones
- business divestitures and acquisitions
- cash flow and/or cash position
- contract awards or backlog
- customer renewals
- customer retention rates from an acquired company, business, unit or division
- departmental performance
- earnings (which may include earnings before interest and taxes, earnings before taxes, and net earnings)
- earnings per share
- expenses, overhead or other expense reduction
- growth in stockholder value relative to the moving average of the S&P 500 Index or another index
- individual objectives such as peer reviews or other subjective or objective criteria
- internal rate of return
- market share
- net income, net profit, net sales and/or net revenue
- new product development
- new product invention or innovation
- number of customers
- operating cash flow, expenses, income and/or margin
- product defect measures
- product release timelines
- productivity
- profit and/or gross margin
- publicity or publication goals
- return on assets, capital, equity, investment and/or sales
- revenue and/or revenue growth
- sales pipeline and orders

- sales results and/or growth
- stock price
- time to market
- total stockholder return
- working capital

As determined by the compensation committee, performance goals may be based on generally accepted accounting principles, also referred to as GAAP, or based on non-GAAP results. Any actual results may be adjusted by the compensation committee for one-time items or unbudgeted or unexpected items when determining whether performance goals have been met. Goals may be evaluated on the basis of any factors the compensation committee determines relevant and may be on an individual, departmental, or company-wide basis. Performance goals may differ from participant to participant under the executive bonus plan and from award to award. In addition, our compensation committee may adjust the bonus pool established under the plan and any actual awards to be made under the plan, which may be at, below, or above targets established under the plan.

Committee Discretion. Under the executive bonus plan, the compensation committee retains authority to award compensation absent attainment of a relevant performance goal, provide for cash incentive awards in excess of the target base salary percentages, reduce or eliminate awards, or provide for partial payment if performance goals are only partially met, in each case if the compensation committee determines appropriate in its discretion. The compensation committee may determine an adjustment to a bonus payout on the basis of such factors as it deems relevant and is not required to prospectively establish any weighting with respect to the factors it considers. We believe that maintaining this flexibility is helpful in ensuring that executive officers are appropriately compensated for their performance and are neither rewarded nor penalized as a result of unusual circumstances not foreseeable at the time the goals were developed.

2016 Bonus Program. In late 2015 and early 2016, our compensation committee, in conjunction with Radford, reviewed our executive bonus programs, including a review of their incentive structures, with an objective of ensuring that our compensation programs promote both short-term and long-term growth. As discussed below, with respect to long-term equity incentive compensation, our compensation committee adopted a performance-based equity incentive program to link equity compensation to short- and long-term financial objectives. With respect to our cash bonus program, the compensation committee structured the plan for the 2016 performance period with the objective of incentivizing a return to revenue growth and achievement of other strategic objectives. The compensation committee maintained the levels of target awards at 70.0% of base salary for our former Chief Executive Officer and current Chief Executive Officer and 42.5% for the other executive officers, consistent with its philosophy of setting bonus and total cash compensation at approximately the median of our peer group.

Bonus Plan Structure. For the 2016 corporate performance period, our bonus plan was weighted 70% toward corporate revenue goals and 30% toward strategic business objectives (described below). With respect to the corporate revenue goal weighting, bonuses were to be earned at 50% of target if a minimum threshold revenue is achieved, increasing on a linear basis such that 100% of the bonus award target is earned at target revenue and continuing up to a maximum of 130% of the bonus award target for substantial over-performance relative to the revenue target. No bonuses were to be paid under the executive bonus program for 2016, including with respect to strategic business objectives, if the minimum threshold revenue condition was not achieved. The compensation committee set the threshold level of revenue at an amount intended to ensure that no bonuses would be paid unless management successfully returned Fluidigm to credible revenue growth in 2016. In addition, the compensation committee, with the recommendation of our former Chief Executive Officer, set the target revenue objective at a level that it believed to be aggressive, but achievable.

2016 Corporate Goals. In February 2016, our compensation committee approved our corporate revenue goals and strategic business objectives for the 2016 performance period, which consisted of a corporate revenue goal of achieving a specified annual revenue and the following strategic business objectives: successfully launching new products and having a certain level of cash, cash equivalents and investments at the end of the year. The compensation committee believed that these goals would be achievable with a high level of executive officer performance. As indicated above, the compensation committee gave greater weighting to achieving our revenue targets but maintained discretion to alter the weightings among various objectives when it ultimately determined bonuses.

2016 Corporate Performance. In March 2017, our compensation committee reviewed our performance in 2016 relative to the corporate objectives identified above. The compensation committee also reviewed each named executive officer's individual performance based in large part on achievements in the functional department overseen by the respective named executive officer. The compensation committee determined that because Fluidigm had not met or exceeded its performance objectives relating to annual revenue, no bonuses would be paid for the 2016 performance period under our executive bonus plan.

Long-Term Equity Incentive Awards

The second component of our executive compensation program includes long-term equity incentive awards. We believe that equity awards are an effective means of aligning the interests of executive officers and stockholders, rewarding executive officers for the company's success over the long term, and providing executive officers an incentive to remain with us. We have historically granted equity awards to new executive officers upon the commencement of their employment and consider additional grants to existing executive officers annually, based on our overall corporate performance, individual performance, and the executive officers' existing equity grants and equity holdings. We target long-term incentive compensation for our executive officers between the 50th and 75th percentiles of our peer group.

Forms of Equity Awards

Prior to 2014, our executive officers and employees received equity awards only in the form of time-based stock option grants. In 2014, the compensation committee determined that it was appropriate to begin granting time-based restricted stock units in addition to stock options for both employees and executive officers based upon several factors, including the results of the 2013 Radford survey, which noted that approximately 50% of the benchmark companies granted their executive officers a mix of stock options and restricted stock units, with less than 15% of such companies granting equity awards to executive officers solely in the form of stock options; the competitive dynamics of the markets in which we recruit, with most of our larger competitors offering "full value" awards in the form of restricted stock units; and the more favorable dilutive impact of restricted stock units relative to stock option grants. To remain competitive in our market while furthering our executive compensation principles of directly linking executive compensation to corporate performance, reinforcing our executive officers' long-term interest in our overall performance, and aligning the interests of our executive officers with the interests of our stockholders, our compensation committee determined that equity awards would be granted to executive officers comprised of stock options and restricted stock units, typically with a ratio of one restricted stock unit relative to 2.5 stock options granted. Subsequent to the end of 2015, the compensation committee determined it was appropriate to supplement time-based equity awards with equity awards that require certain performance-based goals to be met as a condition for any vesting. Under this approach, an executive officer is at risk with respect to the performance-based equity award unless specified performance is achieved. In particular, the compensation committee established the performance-based vesting conditions based on near-term and longer-term revenue objectives. If the performance-based conditions under these awards are achieved (as determined by the board or our compensation committee), a portion of the award will immediately vest and the balance of the award will commence vesting based on continued service. Similar to the structure of our 2016 executive bonus plans, the compensation committee set the revenue thresholds under the performance-based awards at levels intended to incentivize a return to credible growth rates and to reward substantial over-performance.

Grants of Equity Awards

2016 Grants. As a part of the 2015 Radford survey on executive compensation, Radford reviewed the stock options and restricted stock units awarded to our executive officers in 2015. Radford's review concluded that, based on the grant date fair value of stock options and restricted stock units awarded to our executive officers in 2015, our executive equity compensation generally placed us between the 50th and 75th percentile of the benchmark companies. For 2016, our compensation committee targeted executive equity compensation at approximately the 50th percentile, which was reduced to manage available equity under our 2011 Equity Incentive Plan in 2016 and 2017. Half of the equity awards made to executive officers in February 2016 are subject to the corporate performance conditions described above. The stock options and restricted stock units awarded to our named executive officers in 2016 are set forth in the table below captioned "*Grant Summary*."

Grant Summary: The table below provides a summary of grants of equity awards to our named executive officers in 2016:

Named Executive Officer	2016			
	Time-based Stock Options	Time-based Restricted Stock Units	Performance-based Stock Options	Performance-based Restricted Stock Units
Stephen Christopher Linthwaite <i>President and Chief Executive Officer</i>	280,000(1)	—	—	14,000(2)
Vikram Jog <i>Chief Financial Officer</i>	13,500(3)	5,400(4)	13,500(5)	5,400(5)
Steven C. McPhail <i>Chief Commercial Officer</i>	13,500(3)	7,400(4)(6)	13,500(5)	5,400(5)
Mai Chan (Grace) Yow <i>Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte. Ltd.</i>	13,500(3)	5,400(4)	13,500(5)	5,400(5)
Nicholas Khadder <i>Senior Vice President, General Counsel, Chief Compliance Officer and Secretary</i>	27,000(7)	10,800(8)	—	—
Gajus V. Worthington <i>Former President and Chief Executive Officer</i>	33,750(3)	13,500(4)	33,750(5)	13,500(5)
William M. Smith <i>Former Executive Vice President, Legal Affairs, General Counsel and Secretary</i>	13,500(3)	5,400(4)	13,500(5)	5,400(5)
Marc Unger, Ph.D. <i>Former Executive Vice President, Research and Development and Marketing</i>	13,500(3)	5,400(4)	13,500(5)	5,400(5)

- (1) Consists of two option grants to purchase 140,000 shares each. For the first grant, 12/48th of the total number of shares subject to the option will vest on August 1, 2017 and 1/48th of the total shares subject to such option will vest and become exercisable each month thereafter over the succeeding 36 months, such that the first option will be fully vested on August 1, 2020. For the second grant, 12/48th of the total number of shares subject to the second option will vest on October 19, 2017 and 1/48th of the total shares subject to such option will vest and become exercisable each month thereafter over the succeeding 36 months, such that the second option will be fully vested on October 19, 2020. Vesting is subject to continued service through the applicable vesting date.
- (2) This performance-based restricted stock unit award will become fully eligible to vest should the growth in our revenues for the four fiscal quarters ending in the second quarter of 2017 over the four fiscal quarters ending in the second quarter of 2016 equal or exceed the target threshold. Vesting is subject to continued service through the applicable vesting date.
- (3) Vests monthly at a rate of 1/48th of the shares underlying the option, with vesting commencing January 1, 2016. Vesting is subject to continued service through the applicable vesting date.
- (4) 4/48th of the total number of shares underlying the restricted stock units granted vested on May 20, 2016, and 3/48th of the total number of shares underlying the restricted stock units have vested and will continue to vest every three months thereafter until fully vested; provided, however, that if a vesting date would otherwise fall on a day when the NASDAQ Stock Market is not open for trading, vesting will occur on the first trading day thereafter. Vesting is subject to continued service through the applicable vesting date.
- (5) The performance-based stock options and the performance-based restricted stock units (each, a “performance award”) each have two vesting components that must be met before the performance award vests: (1) a performance-based component and (2) a time-based component. The performance-based component covers two annual periods (fiscal 2016 and fiscal 2017), each covering 50% of the performance award. For each of the two fiscal years, the performance award will become eligible to vest based on the growth in our revenues as compared to the previous fiscal year. If the actual growth rate for a given fiscal year equals or exceeds the target threshold, 100% of the portion of the performance award covering that fiscal year will become eligible to vest. If the actual growth rate equals a certain minimum growth rate, then 50% of the portion of the performance award covering that fiscal year will become eligible to vest. For achievement between minimum and target growth rates, eligibility to vest scales linearly between 50% and 100%. Once the level of achievement has been certified, the performance awards for the given fiscal year that became eligible to vest will vest according to the following time-based schedule: (1) 50% immediately upon the date the actual growth rate is certified, (2) 25% on the one-year anniversary of the certification date, and

- (3) 25% on the two-year anniversary of the certification date. If a change in control occurs before the end of any fiscal year covered by the performance award, the performance-based component for such fiscal year is treated as having been 100% achieved. Vesting is subject to continued service through the applicable vesting date.
- (6) Consists of two RSU grants. For one grant of 5,400 Restricted Stock Units, 4/48th of the total number of shares underlying the restricted stock units granted vested on May 20, 2016, and 3/48th of the total number of shares underlying the restricted stock units have vested and will continue to vest every three months thereafter until fully vested; provided, however, that if a vesting date would otherwise fall on a day when the NASDAQ Stock Market is not open for trading, vesting will occur on the first trading day thereafter. Vesting is subject to continued service on the applicable vesting date. The second grant was for 2,000 Restricted Stock Units, and all of the shares underlying such Restricted Stock Units vested on May 20, 2016.
- (7) 12/48th of the total number of shares underlying the option granted will vest on June 20, 2017, and 1/48th of the total number of shares underlying the option will vest each month thereafter until fully vested on June 20, 2020. Vesting is subject to continued service through the applicable vesting date.
- (8) 14/48th of the total number of shares underlying the restricted stock units granted will vest on August 20, 2017, and 3/48th of the total number of shares underlying the restricted stock units will vest every three months thereafter until fully vested; provided, however, that if a vesting date would otherwise fall on a day when the NASDAQ Stock Market is not open for trading, vesting will occur on the first trading day thereafter. Vesting is subject to continued service through the applicable vesting date.

2016 Corporate Performance. In March 2017, our compensation committee reviewed our performance in 2016 for purposes of determining achievement of the performance based vesting conditions for each of the performance awards that had a fiscal 2016 performance period. The compensation committee determined that because Fluidigm had not met or exceeded its performance objectives relating to annual revenue, no vesting would occur with respect to the 2016 performance period.

Other Benefits

Employment and Severance Agreements

We have entered into employment and severance agreements with each of our executive officers that provide for specified payments and benefits if the executive officer's employment is terminated without cause, or if the executive officer's employment is terminated without cause or for good reason within 12 months following a change of control. The terms of these agreements are described under the section entitled "*Executive Compensation—Potential Payments upon Termination or Change of Control.*" We adopted these arrangements because we recognize that we will from time to time consider the possibility of an acquisition by another company or other change of control transaction and that such consideration can cause such executive officers to consider alternative employment opportunities. Accordingly, our board of directors concluded that it is in the best interests of our company and our stockholders to provide executive officers with certain severance benefits upon termination of employment without cause, or without cause or for good reason following a change of control. Our board determined to provide such executive officers with certain severance benefits upon their termination of employment without cause outside of the change of control context in order to provide executive officers with enhanced financial security and incentive to remain with our company. In addition, we believe that providing for acceleration of options if an executive officer is terminated following a change of control transaction aligns the executive officer's interest more closely with those of other stockholders when evaluating the transaction rather than putting the executive officer at risk of losing the benefits of those equity incentives.

In determining the amount of cash payments, benefits coverage, and acceleration of vesting to be provided to executive officers upon termination prior to a change of control or within 12 months following a change of control, our board considered the following factors:

- the expected time required for an executive officer to find comparable employment following a termination event;
- feedback received from potential candidates for executive officer positions at our company as to the level of severance payments and benefits they would require to leave other employment and join our company;

- in the context of a change of control, the amount of vesting acceleration that would align the executive officer's interests more closely with the interests of stockholders when considering a potential change of control transaction; and
- the period of time following a change of control during which management positions are evaluated and subject to a heightened risk of elimination.

All outstanding options granted to our employees, including our named executive officers, will become fully vested upon a change of control if the options are not assumed by the acquiring company.

Worthington Separation and Release Agreement and Consulting Agreement

In October 2016, in connection with the resignation of Gajus Worthington, our former Chief Executive Officer and president, we entered into a separation agreement and release with Mr. Worthington in which we agreed to continue payments of his base salary for eighteen months from the date of his resignation and to reimburse any payments associated with maintaining benefits under our health insurance plans for a period of eighteen months. In addition, we entered into a consulting agreement with Mr. Worthington under which he agreed to provide transition consulting services at a rate of approximately \$21,667 per month for six months from October 19, 2016. Equity incentive awards held by Mr. Worthington continued to vest and remain exercisable in accordance with their terms during Mr. Worthington's consultancy, provided that Mr. Worthington voluntarily agreed to forfeit option and restricted stock unit awards with respect to an aggregate of 143,360 shares of our common stock in connection with his resignation. In partial consideration of the benefits we provided under the separation agreement and release, Mr. Worthington provided a general release of claims against Fluidigm.

Unger Consulting Agreement

In December 2016, we entered into a consulting agreement with Marc Unger, our former Executive Vice President, Research and Development and Marketing. Equity incentive awards held by Dr. Unger will continue to vest and remain exercisable in accordance with their terms during Dr. Unger's consultancy. Under the terms of Dr. Unger's consulting agreement, Dr. Unger is eligible to receive an hourly rate for each hour of consulting work provided thereunder.

Employee Benefits

Executive officers are eligible to participate in all of our employee benefit plans, such as medical, dental, vision, group life, disability, accidental death and dismemberment insurance, and our 401(k) plan, in each case on the same basis as other employees, subject to applicable law. Subject to applicable limits, we match contributions made to U.S.-based employees' 401(k) defined contribution plans to a maximum of \$2,000 per year. We also provide vacation and other paid holidays to all employees, including our executive officers, which we believe are comparable to those provided at peer companies.

Accounting and Tax Considerations

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended, or Section 162(m), places a limit of \$1,000,000 on the amount of compensation that we may deduct as a business expense in any year with respect to our Chief Executive Officer and certain of our highly paid executive officers. We can, however, preserve the deductibility of certain performance-based compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met.

Our compensation committee is mindful of the advantages of being able to deduct the full amount of compensation paid to our executive officers. However, our business goals or market conditions may require us to provide compensation to our executive officers that is not fully deductible, and in order to preserve the flexibility to do so, our compensation committee has not adopted a policy that requires that all compensation provided to our executive

officers be within the \$1,000,000 limit or qualify for the performance-based compensation exception under Section 162(m).

Taxation of Nonqualified Deferred Compensation

Section 409A of the Internal Revenue Code of 1986, as amended, or Section 409A, imposes additional taxes on certain non-qualified deferred compensation arrangements that do not comply with its requirements. These requirements regulate an individual's election to defer compensation and the individual's selection of the timing and form of distribution of the deferred compensation. Section 409A generally also provides that distributions of deferred compensation only can be made on or following the occurrence of certain events (i.e., the individual's separation from service, a predetermined date, a change in control, or the individual's death or disability). For certain executive officers, Section 409A requires that such individual's distribution commence no earlier than six months after such officer's separation from service. We have and will continue to endeavor to structure our compensation arrangements to comply with Section 409A so as to avoid the adverse tax consequences associated therewith.

Accounting for Stock-Based Compensation

The compensation committee takes accounting considerations into account in designing compensation plans and arrangements for our executive officers and other employees. Chief among these is Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718"), the standard which governs the accounting treatment of stock-based compensation awards.

ASC Topic 718 requires us to recognize in our financial statements all share-based payment awards to employees, including grants of options to purchase shares of our common stock and restricted stock awards that may be settled for shares of our common stock to our executive officers, based on their fair values. The application of ASC Topic 718 involves significant amounts of judgment in the determination of inputs into the Black-Scholes valuation model that we use to determine the fair value of stock options. These inputs are based upon assumptions as to the volatility of the underlying stock, risk free interest rates, and the expected life (term) of the options. As required under GAAP, we review our valuation assumptions at each grant date, and, as a result, our valuation assumptions used to value stock options granted in future periods may vary from the valuation assumptions we have used previously. For certain performance-based equity awards, we also must apply judgment in determining the periods when, and if, the achievement of the related performance targets becomes probable.

ASC Topic 718 also requires us to recognize the compensation cost of our share-based payment awards in our statement of operations over the period that an employee, including our executive officers, is required to render service in exchange for the award (which, generally, will correspond to the award's vesting schedule).

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee (which includes of Samuel D. Colella, Evan Jones, John A. Young, Gerhard F. Burbach and Nicolas Barthelemy) is, or was during 2016, an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

To the extent any members of our compensation committee and affiliates have participated in transactions with us meeting the disclosure requirements of Item 404 of Regulation S-K, their respective transactions are described in "*Item 13. Certain Relationships and Related Party Transactions, and Director Independence – Related Person Transactions.*" See also "*Item 10. Directors, Executive Officers and Corporate Governance – Committees of the Board of Directors*" for further information regarding our compensation committee.

Risk Management Considerations

In setting compensation, our compensation committee strives to create incentives that encourage a level of risk-taking consistent with our business strategy and to encourage a focus on building long-term value that does not encourage excessive risk-taking. In connection with its oversight of compensation-related risks, our compensation committee has reviewed our compensation programs and practices for employees, including executive and non-executive programs and practices. In its review, our compensation committee evaluated whether our policies and programs encourage unnecessary or excessive risk-taking and controls, and how such policies and programs are structured with respect to risks and rewards, as well as controls designed to mitigate any risks. As a result of this review, our compensation committee determined that any risks that may result from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on Fluidigm.

Compensation Committee Report

The compensation committee oversees Fluidigm's compensation policies, plans, and benefit programs. The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on such review and discussions, the compensation committee has recommended to the board of directors that the Compensation Discussion and Analysis be included in this Amendment No. 1 to Fluidigm's Annual Report on Form 10-K.

The Compensation Committee

Gerhard F. Burbach (Chair)

Evan Jones

John A. Young

Samuel D. Colella

Nicolas Barthelemy

The Compensation Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other filing by Fluidigm under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent Fluidigm specifically incorporates the Compensation Committee Report by reference therein.

Summary Compensation Table

The following table provides information regarding the compensation of our Chief Executive Officer, Chief Financial Officer, each of the next three most highly compensated executive officers during 2016, our former Chief Executive Officer, and two former executive officers for whom disclosure would have been required if they had still been serving as executive officers as of December 31, 2016, together referred to as our “named executive officers,” for 2016, 2015, and 2014.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)	Total (\$)
Stephen Christopher Linthwaite(3) <i>President and Chief Executive Officer</i>	2016	197,349	126,700	872,746	—	2,000(4)	1,198,795
Vikram Jog <i>Chief Financial Officer</i>	2016	339,500	76,680	80,939	—	2,000(4)	499,199
	2015	329,600	197,472	237,772	—	2,000	766,844
	2014	320,000	266,280	367,739	82,000	—	1,036,019
Steven C. McPhail(5) <i>Chief Commercial Officer</i>	2016	339,700	92,820	80,939	—	2,000(4)	515,459
	2015	216,955	312,852	350,006	—	2,000	881,813
Mai Chan (Grace) Yow <i>Executive Vice President, Worldwide Manufacturing of Fluidigm Singapore Pte.</i>	2016	294,856(6)	76,680	80,939	—	7,127(6)(7)	459,602
	2015	286,329(8)	320,892	237,772	—	7,243(8)	852,236
	2014	288,990(9)	266,280	367,739	78,000	6,780(9)	1,007,789
Nicholas Khadder(10) <i>Senior Vice President, General Counsel, Chief Compliance Officer and Secretary.</i>	2016	173,580	97,740	101,671	—	1,323(4)	374,314
Gajus V. Worthington(11) <i>Former President and Chief Executive Officer</i>	2016	447,995	191,700(12)	202,348(12)	—	816,765(13)	1,658,808
	2015	504,700	511,782	615,950(12)	—	2,000	1,634,432
	2014	490,000	1,236,300	1,707,359(12)	206,000	—	3,639,659
William M. Smith(14) <i>Former Executive Vice President, Legal Affairs, General Counsel and Secretary</i>	2016	293,417	76,680	80,939	—	2,000(4)	453,036
	2015	334,750	197,472	237,772	—	2,000	771,994
	2014	325,000	266,280	367,739	83,000	99,398	1,141,417
Marc Unger (15) <i>Former Executive Vice President, Research and Development and Marketing</i>	2016	270,435	76,680	80,939	—	7,375(16)	435,429
	2015	304,500	254,112	298,172	—	2,000	858,784

- (1) Amounts represent the aggregate grant date fair value of equity awards granted to the named executive officer in the year indicated calculated in accordance with FASB Topic ASC 718 without regard to estimated forfeitures. The performance stock options and performance RSUs were valued on the target outcome of performance-based conditions (*i.e.*, based on 100% achievement). See Note 9 of the notes to our audited consolidated financial statements for a discussion of assumptions made in determining the grant date fair value and compensation expense of our equity awards.
- (2) The amounts in this column represent total performance-based bonuses earned under our executive bonus plan for service rendered during the applicable year. All such amounts were paid subsequent to year end. For a description of our executive bonus plan, please see the section entitled “*Executive Bonus Plan*” under “*Compensation Discussion and Analysis*” above.
- (3) Mr. Linthwaite joined Fluidigm as our Chief Operating Officer and President on August 4, 2016. On October 19, 2016, he was appointed our Chief Executive Officer and President. Mr. Linthwaite was not named an executive officer prior to 2016.
- (4) Consists of company contributions made to the applicable named executive officer’s 401(k) defined contribution plan.
- (5) Steven C. McPhail joined Fluidigm as General Manager, Production Genomics in May 2015 and became our Chief Commercial Officer in August 2016. Mr. McPhail was not a named executive officer prior to 2015.
- (6) Based on conversion of Singapore Dollars (SGD) to US Dollars (USD) at a rate of 1 SGD to 0.6964 USD, the average conversion rate for the period beginning December 1, 2016 to December 31, 2016.
- (7) Consists of company contributions made to Ms. Yow’s Central Providence Fund.
- (8) Based on conversion of Singapore Dollars (SGD) to US Dollars (USD) at a rate of 1 SGD to 0.7101 USD, the average conversion rate for the period beginning December 1, 2015 to December 31, 2015.
- (9) Based on conversion of Singapore Dollars (SGD) to US Dollars (USD) at a rate of 1 SGD to 0.7597 USD, the average conversion rate for the period beginning December 1, 2014 to December 31, 2014.
- (10) Mr. Khadder joined Fluidigm as our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary on June 6, 2016.
- (11) Mr. Worthington served as our President and Chief Executive Officer from our inception until October 19, 2016.
- (12) Mr. Worthington forfeited a portion of these awards as a condition of his severance. For a description of the awards forfeited, please see the section entitled “*Other Benefits – Worthington Separation and Release Agreement and Consulting Agreement*” under “*Compensation Discussion and Analysis*” above.
- (13) Consists of \$52,419 earned by Mr. Worthington under his consulting agreement, \$757,050 of severance payments, COBRA reimbursements of \$5,296, and \$2,000 of Company contributions made to Mr. Worthington’s 401(k) defined contribution plan.
- (14) Mr. Smith served as our Executive Vice President, Legal Affairs from February 2012 and as General Counsel and Secretary from May 2000 until June 2016.
- (15) Dr. Unger served as Executive Vice President, Research and Development and Marketing until December 2016. Dr. Unger was not a named executive officer prior to 2015.
- (16) Consists of \$5,375 earned under Dr. Unger’s consulting agreement and \$2,000 of Company contributions made to Dr. Unger’s 401(k) defined contribution plan.

Grants of Plan-Based Awards

The following table presents information concerning each grant of an award made to a named executive officer in 2016 under any plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$)(1)			Estimated Future Payments Under Equity Incentive Plan Awards (#)(2)			All Stock Awards: Number of Shares of Stock or Units (#)	All Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(3)	Grant Date Fair Value of Stock and Option Awards (\$)(4)
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Stephen Christopher Linthwaite	08/04/2016(5)	94,740(5)	145,753(5)	176,362(5)	—	—	—	—	—	—	343,098
	11/08/2016(6)	—	—	—	—	—	—	—	140,000	4.99	126,700
	08/09/2016(6)	—	—	—	—	14,000(7)	14,000(7)	—	—	—	529,648
	08/09/2016(6)	—	—	—	—	—	—	—	140,000	9.05	—
Vikram Jog	03/04/2016(8)	93,787	144,288	174,588	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	13,500	7.10	40,137
	03/04/2016(6)	—	—	—	—	—	—	5,400	—	—	38,340
	03/04/2016(6)	—	—	—	6,750	13,500	13,500	—	—	7.10	40,802
	03/04/2016(6)	—	—	—	2,700	5,400	5,400	—	—	—	38,340
Steven C. McPhail	03/04/2016(8)	93,842	144,373	174,691	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	13,500	7.10	40,137
	03/04/2016(6)	—	—	—	—	—	—	5,400	—	—	38,340
	03/04/2016(6)	—	—	—	6,750	13,500	13,500	—	—	7.10	40,802
	03/04/2016(6)	—	—	—	2,700	5,400	5,400	—	—	—	38,340
	03/31/2016(6)	—	—	—	—	—	—	2,000	—	—	16,140
Mai Chan (Grace) Yow	03/04/2016(8)	81,454(9)	125,314(9)	151,630(9)	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	13,500	7.10	40,137
	03/04/2016(6)	—	—	—	—	—	—	5,400	—	—	38,340
	03/04/2016(6)	—	—	—	6,750	13,500	13,500	—	—	7.10	40,802
	03/04/2016(6)	—	—	—	2,700	5,400	5,400	—	—	—	38,340
Nicholas Khadder	06/06/2016(10)	47,719(10)	73,414(10)	88,831(10)	—	—	—	—	—	—	—
	08/09/2016(6)	—	—	—	—	—	—	10,800	—	—	97,740
	08/09/2016(6)	—	—	—	—	—	—	—	27,000	9.05	101,671
Gajus V. Worthington	03/04/2016(8)	229,639	353,290	427,481	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	33,750	7.10	100,342
	03/04/2016(6)	—	—	—	—	—	—	13,500	—	—	95,850
	03/04/2016(11)	—	—	—	16,875(11)	33,750(11)	33,750(11)	—	—	7.10	102,006(11)
	03/04/2016(11)	—	—	—	6,750(11)	13,500(11)	13,500(11)	—	—	—	95,850(11)
William M. Smith	03/04/2016(8)	95,237	146,519	177,288	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	13,500	7.10	40,137
	03/04/2016(6)	—	—	—	—	—	—	5,400	—	—	38,340
	03/04/2016(6)	—	—	—	6,750	13,500	13,500	—	—	7.10	40,802
	03/04/2016(6)	—	—	—	2,700	5,400	5,400	—	—	—	38,340
Marc Unger	03/04/2016(8)	86,632	133,280	161,269	—	—	—	—	—	—	—
	03/04/2016(6)	—	—	—	—	—	—	—	13,500	7.10	40,137
	03/04/2016(6)	—	—	—	—	—	—	5,400	—	—	38,340
	03/04/2016(6)	—	—	—	6,750	13,500	13,500	—	—	7.10	40,802
	03/04/2016(6)	—	—	—	2,700	5,400	5,400	—	—	—	38,340

- (1) The target amounts shown in this column reflect our annual incentive plan awards provided under our 2016 executive bonus plan. The maximum amounts in this column reflect the greatest payouts that could be made if pre-established maximum performance levels were met or exceeded. Actual 2016 executive bonus plan payouts are reflected in the non-equity incentive plan compensation column of the Summary Compensation Table.
- (2) The performance-based stock options and the performance-based restricted stock unit awards in this column (with the exception of Mr. Linthwaite, covered in footnote (5) below) reflect awards granted under our 2011 Equity Incentive Plan having a performance-based component. The performance-based component covers two annual periods (fiscal 2016 and fiscal 2017). For each of the two fiscal years, the performance award will become eligible to vest based on the growth in our revenues (as compared to the previous fiscal year). If the actual growth rate for a given fiscal year equals or exceeds the target, 100% of the portion of the performance award covering that fiscal year will become eligible to vest. If the actual growth rate equals a certain minimum growth rate, 50% of the portion of the performance award covering that fiscal year will become eligible to vest. For achievement between minimum and target growth rates, eligibility to vest scales linearly between 50% and 100%. Once the level of achievement has been certified, the performance awards for the given fiscal year that became eligible to vest will vest according to the following time-based schedule: (1) 50% immediately upon the date the actual growth rate is certified, (2) 25% on the one-year anniversary of the certification date, and (3) 25% on the two-year anniversary of the certification date. If a change in control occurs before the end of any fiscal year covered by the performance award, the performance-based component for such fiscal year is treated as having been 100% achieved (with the vesting schedule under the time-based component based on the date of the change in control rather than the certification date).
- (3) Based upon the closing sale price of our common stock as reported on the NASDAQ Global Select Market on the date of grant.
- (4) Amounts represent the grant date fair value of the equity awards, calculated in accordance with FASB ASC Topic 718 without regard to estimated forfeitures. See Note 9 of the notes to our audited consolidated financial statements for a discussion of assumptions made in determining the grant date fair value.
- (5) Mr. Linthwaite became eligible to participate in our 2016 executive bonus plan on his hire date, August 4 2016. The estimated future payout amounts Mr. Linthwaite was eligible to earn are based on his salary, pro-rated by month, from August to December 2016.
- (6) Represents awards granted under our 2011 Equity Incentive Plan.
- (7) This performance-based restricted stock unit award for Mr. Linthwaite reflects an award granted under our 2011 Equity Incentive Plan. If the revenue growth rate for the four fiscal quarters ending with the second fiscal quarter in 2017 over the four fiscal quarters ending with the second fiscal quarter in 2016 equals or exceeds the target, then 100% of these performance award shares will become eligible to vest. If the actual growth rate is below the target, then all performance award shares cancel.
- (8) Corresponds to the date on which our compensation committee set the target bonus amounts payable to each of our named executive officers pursuant to our 2016 executive bonus plan.
- (9) Based on conversion of Singapore Dollars (SGD) to US Dollars (USD) at a rate of 1 SGD to 0.6964 USD, the average conversion rate for the period beginning December 1, 2016 to December 31, 2016.
- (10) Mr. Khadder became eligible to participate in our 2016 executive bonus plan on his hire date, June 6, 2016. The estimated future payout amounts Mr. Khadder was eligible to earn are based on his salary, pro-rated by month, from June to December 2016.
- (11) Represents awards forfeited as a condition of Mr. Worthington's severance.

Outstanding Equity Awards at Fiscal Year-End

The following table presents information concerning unexercised options and unvested stock awards outstanding as of December 31, 2016 for each named executive officer.

Name	Option Awards				Stock Awards					
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Stephen Christopher Linthwaite	—	140,000(1)	—	9.05	8/9/2026	—	—	14,000(2)	101,920(3)	
	—	140,000(4)	—	4.99	11/8/2026	—	—	—	—	
Vikram Jog	3,334(5)	—	—	14.60	5/17/2021	1,634(6)	11,896(3)	—	—	
	12,501(5)	—	—	15.49	2/17/2022	2,601(7)	18,935(3)	—	—	
	23,410(8)	1,042	—	16.73	2/15/2023	4,276(9)	31,129(3)	—	—	
	10,208(10)	3,792	—	47.55	3/14/2024	—	—	5,400(11)	39,312(3)	
	5,749(12)	6,251	—	41.14	3/12/2025	—	—	—	—	
	3,093(13)	10,407	—	7.10	3/4/2026	—	—	—	—	
	—	—	13,500(14)	7.10	3/4/2026	—	—	—	—	
Steven C. McPhail	12,270(15)	18,730	—	25.23	5/21/2015	7,750(16)	56,420(3)	—	—	
	3,093(13)	10,407	—	7.10	3/4/2026	4,276(9)	31,129(3)	—	—	
	—	—	13,500(14)	7.10	3/4/2026	—	—	5,400(11)	39,312(3)	
Mai Chan (Grace) Yow	834(5)	—	—	14.60	5/17/2021	—	11,896(3)	—	—	
	17,859(5)	—	—	15.49	2/17/2022	1,634(6)	30,765(3)	—	—	
	64,625(8)	1,375	—	16.73	2/15/2023	4,226(7)	31,129	—	—	
	10,208(10)	3,792	—	47.55	3/14/2024	4,276(9)	—	5,400(11)	39,312(3)	
	5,749(12)	6,251	—	41.14	3/12/2025	—	—	—	—	
	3,093(13)	10,407	—	7.10	3/4/2026	—	—	—	—	
	—	—	13,500(14)	7.10	3/4/2026	—	—	—	—	
Nicholas Khadder	—	27,000(17)	—	9.05	08/09/2026	10,800(18)	78,624(3)	—	—	
Gajus V. Worthington	8,243(5)	—	—	4.08	11/17/2019	7,584(6)	55,212(3)	—	—	
	5,780(5)	—	—	4.08	11/17/2019	6,739(7)	49,060(3)	—	—	
	5,780(5)	—	—	4.08	11/17/2019	10,688(9)	77,809(3)	—	—	
	5,780(5)	—	—	8.37	1/4/2021	—	—	—	—	
	5,203(5)	—	—	8.37	1/4/2021	—	—	—	—	
	577(5)	—	—	8.37	1/4/2021	—	—	—	—	
	70,000(5)	—	—	14.60	5/17/2021	—	—	—	—	
	100,000(5)	—	—	15.49	2/17/2022	—	—	—	—	
	112,604(8)	2,396	—	16.73	2/15/2023	—	—	—	—	
	7,734(13)	26,016	—	7.10	3/4/2026	—	—	—	—	
William M. Smith	3,727(5)	—	—	8.37	1/4/2021	1,634(6)	11,896(3)	—	—	
	34,000(5)	—	—	14.60	5/17/2021	2,601(7)	18,935(3)	—	—	
	37,250(5)	—	—	15.49	2/17/2022	4,276(9)	31,129	—	—	
	53,854(8)	1,146	—	16.73	2/15/2023	—	—	5,400(11)	39,312(3)	
	10,208(10)	3,792	—	47.55	3/14/2024	—	—	—	—	
	5,749(12)	6,251	—	41.14	3/12/2025	—	—	—	—	
	3,093(13)	10,407	—	7.10	3/4/2026	—	—	—	—	
	—	—	13,500(14)	7.10	3/4/2026	—	—	—	—	
Marc Unger	934(5)	—	—	4.45	8/26/2020	1,634(6)	11,896(3)	—	—	
	5,780(5)	—	—	8.37	1/4/2021	1,400(6)	10,192(3)	—	—	
	270(5)	—	—	8.37	1/4/2021	2,601(7)	18,935(3)	—	—	
	20,000(5)	—	—	14.55	3/5/2022	4,625(19)	33,670(3)	—	—	
	53,854(8)	1,146	—	16.73	2/15/2023	4,276(9)	31,129	—	—	
	10,208(10)	3,792	—	47.55	3/14/2024	—	—	5,400(11)	39,312(3)	
	8,750(10)	3,250	—	47.55	3/14/2024	—	—	—	—	
	5,749(12)	6,251	—	41.14	3/12/2025	—	—	—	—	
	3,750(20)	11,250(3)	—	9.44	12/14/2025	—	—	—	—	
	3,093(13)	10,407	—	7.10	3/4/2026	—	—	—	—	
	—	—	13,500(14)	7.10	3/4/2026	—	—	—	—	

- (1) 12/48th of the shares subject to the option will vest on August 1, 2017 and each month thereafter such that the option will be fully vested on August 1, 2020. Vesting is subject to continued service through the applicable vesting date.
- (2) The Restricted Stock Units will vest as to 100% of the shares underlying the restricted stock units only if the Company's revenue growth exceeds the target during the four Company fiscal quarters for Q3 2016 through Q2 2017 versus the four Company fiscal quarters Q3 2015 through Q2 2016. Vesting is subject to continued service through the applicable vesting date.
- (3) Based on the closing price of our common stock of \$7.28 per share on December 30, 2016, as reported on the NASDAQ Global Select Market, and the number of the restricted stock units that had not vested as of December 31, 2016.
- (4) 12/48th of the shares subject to the option will vest on October 19, 2017 and each month thereafter such that the option will be fully vested on October 19, 2020. Vesting is subject to continued service through the applicable vesting date.
- (5) The option is fully vested.
- (6) 4/48th of the shares underlying the restricted stock units vested on May 20, 2014 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (7) 4/48th of the shares underlying the restricted stock units vested on May 20, 2015 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (8) 1/48th of the shares subject to the option vested on February 15, 2013, and 1/48th of the shares subject to the option vested on March 1, 2013 and each month thereafter, such that the option was fully vested on January 1, 2017.
- (9) 4/48th of the shares underlying the restricted stock units vested on May 20, 2016 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (10) 1/48th of the shares subject to the option vested on February 1, 2014 and each month thereafter such that the option will be fully vested on January 1, 2018. Vesting is subject to continued service through the applicable vesting date.
- (11) These performance-based restricted stock units cover two annual periods (fiscal 2016 and fiscal 2017). For each of the two fiscal years, the performance award will become eligible to vest based on the growth in our revenues (as compared to the previous fiscal year). If the actual growth rate for a given fiscal year equals or exceeds the target, 100% of the portion of the performance award covering that fiscal year will become eligible to vest. If the actual growth rate equals a certain minimum growth rate, 50% of the portion of the performance award covering that fiscal year will become eligible to vest. For achievement between minimum and target growth rates, eligibility to vest scales linearly between 50% and 100%. Once the level of

achievement has been certified, the performance awards for the given fiscal year that became eligible to vest will vest according to the following time-based schedule: (1) 50% immediately upon the date the actual growth rate is certified, (2) 25% on the one-year anniversary of the certification date, and (3) 25% on the two-year anniversary of the certification date. Vesting is subject to continued service through the applicable vesting date.

- (12) 1/48th of the shares subject to the option vested on February 1, 2015 and each month thereafter such that the option will be fully vested on January 1, 2019. Vesting is subject to continued service through the applicable vesting date.
- (13) 2/48th of the shares subject to the option vested on March 4, 2016, and 1/48th of the shares subject to the option vested on April 1, 2016 and each month thereafter, such that the option will be fully vested on January 1, 2020. Vesting is subject to continued service through the applicable vesting date.
- (14) These performance-based stock options cover two annual periods (fiscal 2016 and fiscal 2017). For each of the two fiscal years, the performance award will become eligible to vest based on the growth in our revenues (as compared to the previous fiscal year). If the actual growth rate for a given fiscal year equals or exceeds the target, 100% of the portion of the performance award covering that fiscal year will become eligible to vest. If the actual growth rate equals a certain minimum growth rate, 50% of the portion of the performance award covering that fiscal year will become eligible to vest. For achievement between minimum and target growth rates, eligibility to vest scales linearly between 50% and 100%. Once the level of achievement has been certified, the performance awards for the given fiscal year that became eligible to vest will vest according to the following time-based schedule: (1) 50% immediately upon the date the actual growth rate is certified, (2) 25% on the one-year anniversary of the certification date, and (3) 25% on the two-year anniversary of the certification date. Vesting is subject to continued service through the applicable vesting date.
- (15) 12/48th of the shares subject to the option will vest on May 7, 2016 and 1/48th of the shares subject to the option will vest each month thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (16) 12/48th of the shares underlying the restricted stock units will vest on May 20, 2016 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (17) 12/48th of the shares subject to the option will vest on June 20, 2017 and each month thereafter such that the option will be fully vested on June 20, 2020. Vesting is subject to continued service through the applicable vesting date.
- (18) 14/48th of the shares underlying the restricted stock units will vest on August 20, 2017 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (19) 2/48th of the shares underlying the restricted stock units vested on February 20, 2016 and 3/48th of the shares underlying the restricted stock units granted vest every three months thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.
- (20) 1/48th of the shares subject to the option vested on January 10, 2016, and 1/48th of the shares subject to the option vested on February 1, 2016 and each month thereafter until fully vested. Vesting is subject to continued service through the applicable vesting date.

Option Exercises and Stock Vested in 2016

The following table provides additional information about the value realized by the named executive officers upon option award exercises and the vesting of restricted stock unit awards during the year ended December 31, 2016.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
Stephen Christopher Linthwaite	—	—	—	—
Vikram Jog	—	—	3,724	29,142
Steven C. McPhail	—	—	7,774	65,433
Mai Chan (Grace) Yow	—	—	4,474	34,902
Nicholas Khadder	—	—	—	—
Gajus V. Worthington	—	—	12,422	96,753
William M. Smith	—	—	3,724	29,142
Marc Unger	—	—	6,299	49,078

(1) Value realized on vesting of stock awards is based on the closing price of our common stock on the vesting date and does not necessarily reflect actual proceeds received.

As of December 31, 2016, our named executive officers had not been awarded any equity awards other than stock options and restricted stock units.

Pension Benefits & Nonqualified Deferred Compensation

We do not provide a pension plan for our employees and no named executive officers participated in a nonqualified deferred compensation plan during the fiscal year ended December 31, 2016.

Potential Payments Upon Termination or Change of Control

We have entered into employment and severance agreements with each of our named executive officers, which require us to make payments if the named executive officer's employment with us is terminated in certain circumstances.

Stephen Christopher Linthwaite

Pursuant to our employment and severance agreement with our current Chief Executive Officer, Mr. Linthwaite, a "change of control" is defined as the occurrence of the following events:

- any "person," as such term is used in Sections 13(d) and 14(d) of the Exchange Act, is or becomes the "beneficial owner," as such term is defined in Rule 13d-3 under said Act, directly or indirectly, of our securities representing 50% or more of the total voting power represented by our then outstanding voting securities;
- a change in the composition of our board occurring within a two-year period, as a result of which fewer than a majority of our directors are "incumbent directors," which term is defined as either (i) our directors as of the execution date of the relevant agreement or (ii) directors who are elected, or nominated for election, to our board with the affirmative votes of at least a majority of the incumbent directors at the time of such election or nomination (but will not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of our directors);
- the date of the consummation of our merger or consolidation with any other corporation that has been approved by our stockholders, other than a merger or consolidation that would result in our voting

securities outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the total voting power represented by our voting securities or such surviving entity outstanding immediately after such merger or consolidation, or our stockholders approve a plan of our complete liquidation; or

- the date of the consummation of the sale or disposition by us of all or substantially all of our assets.

Pursuant to our employment and severance agreements with Mr. Linthwaite, “cause” is defined as:

- an act of dishonesty in connection with his responsibilities as an employee;
- a conviction of, or plea of nolo contendere to, a felony or any crime involving fraud, embezzlement or any other act of moral turpitude;
- gross misconduct;
- an unauthorized use or disclosure of any of our proprietary information or trade secrets or of any other party to whom he owes an obligation of nondisclosure as a result of his relationship with us;
- a willful breach of any obligations under any written agreement or covenant with us; or
- his continued failure to perform his employment duties after he has received a written demand of performance from us and has failed to cure such non-performance to our satisfaction within 10 business days after receiving such notice.

Pursuant to our employment and severance agreement with Mr. Linthwaite, “good reason” means the occurrence of one or more of the following events effected without Mr. Linthwaite’s prior consent, provided that he terminates his or her employment within one year thereafter:

- the assignment to Mr. Linthwaite of any duties or a reduction of Mr. Linthwaite’s duties, either of which results in a material diminution in Mr. Linthwaite’s then current position or responsibilities with us (and will be deemed to occur if, following a "change of control", Mr. Linthwaite is not the Chief Operating Officer or President of the acquiring entity);
- a material reduction of Mr. Linthwaite’s base salary;
- the relocation of Mr. Linthwaite's work location to a facility or a location greater than 25 miles from his present work location; or
- a material breach by us of any material provision of the employment and severance agreement.

However, no act or omission by us shall constitute “good reason” if Mr. Linthwaite does not provide written notice that such act or omission constitutes "good reason" within 90 days of its initial existence or if we fully cure that act or omission within 30 days of receiving such notice from Mr. Linthwaite.

The employment and severance agreement provides that in the event Mr. Linthwaite’s employment is terminated (i) by us or our successor without “cause;” or (ii) by Mr. Linthwaite for “non-change of control good reason,” in each case more than 90 days prior to a “change of control” or after 12 months following a “change of control,” and Mr. Linthwaite executes a standard release of claims with us, in a form that is acceptable to us and which becomes effective no later than the 60th day following termination of employment, Mr. Linthwaite is entitled to receive, in addition his salary payable through the date of termination of employment and any other benefits earned and owed through the date of termination, the following cash payments:

- an amount, payable in accordance with our customary payroll practices, equal to (i) twelve months of the Mr. Linthwaite's base salary in effect immediately prior to the time of termination; plus (ii) Mr. Linthwaite's annual bonus at target level of achievement; and
- reimbursement of costs and expenses incurred by Mr. Linthwaite and his eligible dependents for coverage under group health plans, policies or arrangements sponsored by us for a period of up to twelve months, provided that such coverage is timely elected under COBRA or similar applicable state statute.

"Non-change of control good reason" means our appointing a new Chief Executive Officer (other than Mr. Linthwaite) more than 90 days prior to a "change of control" and during the first 24 months of his employment

The employment and severance agreement further provides that in the event Mr. Linthwaite's employment is terminated (i) by us or our successor without "cause" or(ii) by Mr. Linthwaite for "good reason," in each case within 90 days prior to or 12 months following a "change of control," and Mr. Linthwaite executes a standard release of claims with us, in a form that is acceptable to us and which becomes effective no later than the 60th day following termination of employment, Mr. Linthwaite is entitled to receive, in addition to his salary payable through the date of termination of employment and any other benefits earned and owed through the date of termination, the following cash payments and benefits:

- an amount, payable in a lump sum, equal to the greater of (i) 12 months of Mr. Linthwaite's base salary in effect immediately prior to the "change in control" or (ii) 12 months of Mr. Linthwaite's base salary in effect immediately prior to the time of termination;
- an amount, payable in a lump sum, equal to Mr. Linthwaite's annual bonus at target level of achievement as in effect immediately prior to the "change of control" or the termination, whichever is greater;
- all outstanding unvested stock options, equity appreciation rights or similar equity awards then held by Mr. Linthwaite as of the date of termination will immediately vest and become exercisable as to all shares underlying such options;
- any shares of restricted stock, restricted stock units and similar equity awards then held by Mr. Linthwaite will immediately vest and any of our rights of repurchase or reacquisition with respect to such shares will lapse as to all shares; and
- reimbursement of costs and expenses incurred by Mr. Linthwaite and his eligible dependents for coverage under group health plans, policies or arrangements sponsored by us for a period of up to twelve months, provided that such coverage is timely elected under COBRA or similar applicable state statute.

All Other Executive Officers

We have also entered into employment and severance agreements with Mr. Jog, Mr. McPhail, Ms. Yow and Mr. Khadder. Under the terms of these agreements, a "change of control" is defined as the occurrence of the following events:

- any "person," as such term is used in Sections 13(d) and 14(d) of the Exchange Act, is or becomes the "beneficial owner," as such term is defined in Rule 13d-3 under said Act, directly or indirectly, of our securities representing 50% or more of the total voting power represented by our then outstanding voting securities;
- a change in the composition of our board occurring within a two-year period, as a result of which fewer than a majority of our directors are "incumbent directors," which term is defined as either (i) our directors as of the execution date of the relevant agreement or (ii) directors who are elected, or nominated for election, to our board with the affirmative votes of at least a majority of the incumbent directors at the time of such election or nomination (but will not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of our directors);

- the date of the consummation of our merger or consolidation with any other corporation that has been approved by our stockholders, other than a merger or consolidation that would result in our voting securities outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the total voting power represented by our voting securities or such surviving entity outstanding immediately after such merger or consolidation, or our stockholders approve a plan of our complete liquidation; or
- the date of the consummation of the sale or disposition by us of all or substantially all of our assets.

Pursuant to our employment and severance agreements with our named executive officers, “cause” is defined as:

- an act of dishonesty in connection with a named executive officer’s responsibilities as an employee;
- a conviction of, or plea of nolo contendere to, a felony or any crime involving fraud, embezzlement or any other act of moral turpitude;
- gross misconduct;
- an unauthorized use or disclosure of any of our proprietary information or of any other party to whom he or she owes an obligation of nondisclosure as a result of his or her relationship with us;
- a willful breach of any obligations under any written agreement or covenant with us; or
- a named executive officer’s continued failure to perform his or her employment duties after he or she has received a written demand of performance from us and has failed to cure such non-performance to our satisfaction within 10 business days after receiving such notice.

Pursuant to our employment and severance agreements with our named executive officers, “good reason” means the occurrence of one or more of the following events effected without the named executive officer’s prior consent, provided that he or she terminates his or her employment within one year thereafter:

- the assignment to the named executive officer of any duties or a reduction of the named executive officer’s duties, either of which significantly reduces his or her responsibilities; provided that the continuance of his or her responsibilities at the subsidiary or divisional level following a change of control, rather than at the parent, combined or surviving company level following such change of control shall not be deemed “good reason” within the meaning of this clause;
- a material reduction of the named executive officer’s base salary;
- the relocation of the named executive officer to a facility or a location greater than 50 miles from his or her present location; or
- a material breach by us of any material provision of the employment and severance agreement.

However, no act or omission by us shall constitute “good reason” if we fully cure that act or omission within 30 days of receiving notice from the named executive officer.

The employment and severance agreements provide that in the event the named executive officer’s employment is terminated by us or our successor without “cause” prior to a “change of control” or after 12 months following a “change of control” and the named executive officer executes a standard release of claims with us, in a form that is acceptable to us and which becomes effective no later than the 60th day following termination of employment, the named executive officer is entitled to receive, in addition to such officer’s salary payable through the date of termination of employment and any other benefits earned and owed through the date of termination, the following cash payments:

- an amount, payable in accordance with our customary payroll practices, equal to six months of the named executive officer's base salary in effect immediately prior to the time of termination; and
- reimbursement of costs and expenses incurred by the executive officer and his or her eligible dependents for coverage under group health plans, policies or arrangements sponsored by us for a period of up to six months, provided that such coverage is timely elected under COBRA or similar applicable state statute.

The employment and severance agreements further provide that in the event the named executive officer's employment is terminated (i) by us or our successor without "cause" and within 12 months following a "change of control" or (ii) by the executive officer for "good reason" and within 12 months following a "change of control", and in each case the named executive officer executes a standard release of claims with us, in a form that is acceptable to us and which becomes effective no later than the 60th day following termination of employment, the executive officer is entitled to receive, in addition to such officer's salary payable through the date of termination of employment and any other benefits earned and owed through the date of termination, the following cash payments and benefits:

- an amount, payable in a lump sum, equal to the greater of (i) six months of the named executive officer's base salary in effect immediately prior to the change in control or (ii) six months of the named executive officer's base salary in effect immediately prior to the time of termination;
- all outstanding unvested stock options, equity appreciation rights or similar equity awards then held by the named executive officer as of the date of termination will immediately vest and become exercisable as to all shares underlying such options;
- any shares of restricted stock, restricted stock units and similar equity awards then held by the named executive officer will immediately vest and any of our rights of repurchase or reacquisition with respect to such shares will lapse as to all shares; and
- reimbursement of costs and expenses incurred by the named executive officer and his or her eligible dependents for coverage under group health plans, policies or arrangements sponsored by us for a period of up to six months, provided that such coverage is timely elected under COBRA or similar applicable state statute.

In December 2012, we entered into amended and restated employment and severance agreements with each of our then-current executive officers to conform the terms of the agreements to changes in applicable tax and healthcare laws. The amendment and restatement did not affect the economic terms of the agreements.

The following table describes the payments and benefits that each of our named executive officers would be entitled to receive pursuant to the employment and severance agreements, assuming that each of the following triggers occurred on December 31, 2016: (i) their employment was terminated without "cause" prior to a "change of control" or after 12 months following a "change of control" and (ii) their employment was terminated without "cause" or by them for "good reason" within 12 months following a "change of control."

Mr. Worthington and Dr. Unger were no longer named executive officers on December 31, 2016 and were not entitled to receive payments pursuant to their employment and severance agreements in connection with a "change of control". Please see the section entitled "*Other Benefits – Worthington Separation and Release Agreement and Consulting Agreement*" and "*Other Benefits – Unger Consulting Agreement*" under "*Compensation Discussion and Analysis*" above.

Name	Employment Terminated without Cause prior to, or more than 12 Months after, a Change of Control			Employment Terminated within 12 Months after a Change of Control (1)	
	Severance Payments (\$)	Health Care Benefits (\$)	Equity Acceleration (\$) (2)	Severance Payments (\$)	Health Care Benefits (\$)
Stephen Christopher Linthwaite	500,000(3)	28,089(4)	422,520	500,000(3)	28,089(4)
Vikram Jog	169,750(5)	14,045(6)	105,575	169,750(5)	14,045(6)
Steven C. McPhail	169,850(5)	14,045(6)	131,165	169,850(5)	14,045(6)
Mai Chan (Grace) Yow(7)	147,428(5)	857(8)	117,405	147,428(5)	857(6)
Nicholas Khadder	162,500(5)	14,684(6)	78,624	162,500(5)	14,684(6)
William M. Smith	167,375(5)	10,294(6)	105,575	167,375(5)	10,294(6)

- (1) Includes termination of the employee's employment by the company or its successor without "cause" and termination by the employee for "good reason."
- (2) We estimate the value of the acceleration of options and restricted stock units held by the named executive officer based on the closing stock price of our common stock of \$7.28 per share on December 30, 2016 (the last trading day of 2016), as reported on the NASDAQ Global Select Market, and the number of unvested in-the-money options and shares held by such named executive officer as of December 31, 2016.
- (3) The amount shown is equal to 12 months of Mr. Linthwaite's base salary as of December 31, 2016.
- (4) The amount shown is equal to the cost of covering Mr. Linthwaite and his eligible dependents under our benefit plans for a period of 12 months, assuming that such coverage is timely elected under COBRA.
- (5) The amount shown is equal to six months of the named executive officer's base salary as of December 31, 2016.
- (6) The amount shown is equal to the cost of covering the named executive officer and his or her eligible dependents under our benefit plans for a period of six months, assuming that such coverage is timely elected under COBRA for such U.S.-based named executive officer.
- (7) Based on conversion of Singapore Dollars (SGD) to US Dollars (USD) at a rate of 1 SGD to 0.6964 USD, the average conversion rate for the period beginning December 1, 2016 to December 31, 2016.
- (8) Ms. Yow is based in Singapore and is not eligible to participate in COBRA. The amount shown is equal to the cost of covering Ms. Yow and her eligible dependents under the applicable health care benefit plan in Singapore for a period of six months.

In addition to the benefits described above, our 2011 Equity Incentive Plan, 2009 Equity Incentive Plan, 1999 Stock Option Plan, and 2017 Inducement Award Plan provide for full acceleration of all outstanding options in the event of a change of control of our company where the successor company does not assume our outstanding options and other awards in connection with such acquisition transaction. We estimate the value of this benefit for each named executive officer to be equal to the amount listed above in the column labeled "Equity Acceleration."

Compensation of Non-Employee Directors

Compensation Policy

Non-employee directors receive an annual retainer for service on our board of directors and an annual retainer for service on committees of the board as set forth below:

Annual cash retainer for each non-employee director	\$40,000
Annual cash retainer for each audit committee member	\$10,000
Annual cash retainer for each compensation committee member	\$7,000
Annual cash retainer for each nominating and corporate governance committee member	\$5,000
Additional cash retainer for chairman of the board	\$40,000
Additional cash retainer for chairman of the audit committee	\$10,000
Additional cash retainer for chairman of the compensation committee	\$8,000
Additional cash retainer for chairman of the nominating and corporate governance committee	\$5,000

Additionally, we have adopted an outside director equity compensation policy to formalize the granting of equity compensation to our non-employee directors under our 2011 Equity Incentive Plan. During 2015 and until May 2016, the policy provided for automatic, nondiscretionary grants of nonstatutory stock options, subject to the terms and conditions of the policy and the 2011 Equity Incentive Plan.

Such policy provided for the automatic grant of an option to purchase 20,000 shares of our common stock to anyone who became a non-employee director on the date such person first became a non-employee director. An employee director who subsequently ceased to be an employee, but remained a director, would not receive such an initial award.

In addition, each non-employee director was automatically granted an annual stock option to purchase 10,000 shares of our common stock on the date of each annual meeting of stockholders beginning on the date of the first annual meeting of stockholders held after such non-employee director received his or her initial award.

On May 18, 2016, our nominating and corporate governance committee recommended, and our board of directors approved, revisions to the policy to provide that, effective as of such date, each initial award will consist of an option to purchase 15,000 shares of our common stock and 10,000 restricted stock units, or RSUs. Also effective as of such date, each annual award will consist of an option to purchase 5,000 shares of our common stock and 5,000 RSUs. The decision to provide RSUs in addition to stock option grants was made to lessen the dilutive impact of the awards under our equity incentive plan and to fix total equity compensation between the 25th and 50th percentiles of our peer group based upon a director compensation survey completed by Radford in March 2016.

As was the case prior to revision of the policy, non-employee directors remain eligible to receive all types of awards under the 2011 Equity Incentive Plan, except for incentive stock options, and may receive discretionary awards not covered by the policy.

The exercise price of all stock options granted pursuant to the policy will continue to be equal to or greater than the fair market value of our common stock on the date of grant and the term of all stock options will continue to be ten years. Subject to the adjustment provisions of the 2011 Equity Incentive Plan, initial awards of options will continue to vest, and initial awards of RSUs will vest as to 25% of the shares subject to such awards on each anniversary of the date of grant, provided such non-employee director continues to serve as a director through each such date. Subject to the adjustment provisions of the 2011 Equity Incentive Plan, 1/12th of the shares subject to the annual option awards will continue to vest each month after the date of date and the annual RSU awards will vest in full on the earlier of the day prior to the next annual meeting of our stockholders or the one-year anniversary of the date of grant, in each case provided such non-employee director continues to serve as a director through each such date.

The administrator of the 2011 Equity Incentive Plan in its discretion may change or otherwise revise the terms of awards granted under the outside director equity compensation policy.

In the event of a “change of control,” as defined in our 2011 Equity Incentive Plan, with respect to awards granted under the 2011 Equity Incentive Plan to non-employee directors, the participant non-employee director will fully vest in and have the right to exercise awards as to all shares underlying such award regardless of performance goals, vesting criteria, or other conditions.

RSUs in Lieu of Cash and RSU Deferral

Beginning in 2017, non-employee directors can elect to receive an RSU award in lieu of 100% of their annual cash retainers payable for services to be rendered as a non-employee director, chairman and chair, or member of any board committee. RSUs elected in lieu of payments in cash vest quarterly, but settlement of the RSU’s can be deferred as described below

Additionally, beginning in 2017, we allowed non-employee directors to defer the settlement of their RSU grants until the earlier of a termination of the director’s service on our board of directors or a qualifying change in control.

2016 Director Compensation

The following table sets forth information concerning compensation paid or accrued for services rendered to us by members of our board of directors for the year ended December 31, 2016. The table excludes Mr. Worthington and Mr. Linthwaite, who are named executive officers and did not receive any compensation from us in their role as directors in 2016. Additionally, the table also excludes Dr. Paya and Mr. Barthelemy, who were each appointed to the board of directors in 2017.

	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)	Option Awards \$(1)	Total (\$)
Gerhard F. Burbach	65,000	52,250	20,973	138,223
Samuel D. Colella	97,000	52,250	20,973	170,223
Evan Jones	57,000	52,250	20,973	130,223
Patrick S. Jones	60,000	52,250	20,973	133,223
John A. Young	52,000	52,250	20,973	125,223

(1) Amounts represent the aggregate grant date fair value of the equity awards calculated in accordance with Financial Accounting Standards Board ASC Topic 718, Stock Compensation, as amended, without regard to estimated forfeitures. See Note 9 of the notes to our audited consolidated financial statements for a discussion of valuation assumptions made in determining the grant date fair value and compensation expense of our stock options.

Director Equity Awards

The aggregate number of shares underlying stock options outstanding at December 31, 2016 for each non-employee director was as follows:

	Aggregate Number of Shares Underlying Stock Options Outstanding as of December 31, 2016	Aggregate Number of Shares Underlying Restricted Stock Units Outstanding as of December 31, 2016
Gerhard F. Burbach	67,000	5,000
Samuel D. Colella	25,000	5,000
Evan Jones	91,000	5,000
Patrick S. Jones	91,000	5,000
John A. Young	78,340	5,000

The table above excludes Dr. Paya and Mr. Barthelemy, who were each appointed to the board of directors in 2017.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Equity Compensation Plan Information

The following table summarizes the number of outstanding options and restricted stock units granted to our employees, consultants, and directors, as well as the number of shares of common stock remaining available for future issuance, under our equity compensation plans as of December 31, 2016.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)(4)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders			
1999 Stock Option Plan (1)	4,951	\$ 17.12	—
2009 Equity Incentive Plan (2)	212,140	\$ 6.37	—
2011 Equity Incentive Plan (3)	4,360,176	\$ 13.21	510,237
Equity compensation plans not approved by security holders (5)			
Total	4,577,267	\$ 12.90	510,237

- (1) The 1999 Stock Option Plan was replaced by the 2009 Equity Incentive Plan in April 2009. A total of 381,495 shares remaining available for grant under the 1999 Stock Option Plan were transferred to the 2009 Equity Incentive Plan and the 1999 Stock Option Plan was terminated for any new grants.
- (2) The 2009 Equity Incentive Plan was replaced by the 2011 Equity Incentive Plan in February 2011. A total of 55,423 shares remaining available for grant under the 2009 Equity Incentive Plan were transferred to the 2011 Equity Incentive Plan and the 2009 Equity Incentive Plan was terminated for any new grants.
- (3) The 2011 Equity Incentive Plan provides that the number of shares available for issuance under the plan will include an annual increase on the first day of each fiscal year beginning in 2012, equal to the least of: (a) 1,000,000 shares; (b) 4.0% of the outstanding shares of common stock as of the last day of our immediately preceding fiscal year; or (c) such other amount as our board of directors may determine. Pursuant to the provision, an additional 1,000,000 shares became available for issuance under the 2011 Equity Incentive Plan, effective January 1, 2017.
- (4) This column does not reflect awards of options assumed in acquisitions where the plans governing the awards were not available for future awards as of December 31, 2014. As of December 31, 2014, individual awards of options to purchase a total of 56,327 shares were outstanding pursuant to awards assumed in connection with our acquisition of DVS Sciences, Inc. and granted under DVS's 2010 Equity Incentive Plan at a weighted-average exercise price of \$4.12.
- (5) This table above does not reflect amounts available for issuance under the Fluidigm 2017 Inducement Award Plan, or 2017 Inducement Plan, which was approved by the board in January 2017. As of March 31, 2017, a total of 2,000,000 shares of Fluidigm common stock remained available for issuance under the 2017 Inducement Plan.

Material Features of the 2017 Inducement Award Plan

The 2017 Inducement Award Plan, or 2017 Inducement Plan, was established by the board in January 2017 with the purpose of attracting, retaining and incentivizing employees in furtherance of Fluidigm's success. In accordance with NASDAQ rules, this plan is used to offer equity awards as material inducements for new employees to join Fluidigm. As of January 5, 2017, 2,000,000 shares of common stock were reserved solely for the granting of inducement stock options, restricted stock, restricted stock units and other awards. The 2017 Inducement Plan provides for the granting of stock options with exercise prices equal to the fair market value of our common stock on the date of grant. As of March 31, 2017, a total of 2,000,000 shares of Fluidigm common stock remained available for issuance under the 2017 Inducement Plan.

Security Ownership of Certain Beneficial Owners and Management

Except as indicated by the footnotes below, the following table sets forth information as of April 14, 2017 concerning:

- Each person who we know beneficially owns more than five percent of our common stock;
- Each of our directors and nominees for the board of directors;
- Each of our named executive officers; and
- All of our directors and executive officers as a group.

Unless otherwise noted below, the address of each person listed on the table is c/o Fluidigm Corporation, 7000 Shoreline Court, Suite 100, South San Francisco, California 94080.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 29,291,677 shares of common stock outstanding at April 14, 2017. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we included outstanding shares of common stock subject to options held by that person that are currently exercisable, options held by that person that are exercisable within 60 days of April 14, 2017, and restricted stock units that are scheduled to vest within 60 days of April 14, 2017. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

The information provided in the table is based on our records, information filed with the SEC, and information provided to Fluidigm, except where otherwise noted.

Name of Beneficial Owner	Shares Beneficially Owned	Percent of Shares Beneficially Owned
5% Stockholders:		
Entities affiliated with Levin Capital Strategies, L.P. (1)	7,522,529	25.7%
Entities affiliated with PRIMECAP Management Company (2)	4,295,532	14.7%
Entities affiliated with BlackRock, Inc. (3)	1,827,699	6.2%
Entities affiliated with Mubadala Development Company PJSC (4)	1,599,069	5.5%
Entities affiliated with Adage Capital Partners, L.P. (5)	1,546,209	5.3%
Directors and Named Executive Officers:		
Stephen Christopher Linthwaite (6)	84,072	*
Nicolas M. Barthelemy (7)	7,100	*
Gerhard F. Burbach (8)	66,166	*
Samuel D. Colella (9)	83,250	*
Evan Jones (10)	154,617	*
Patrick S. Jones (11)	90,166	*
Carlos V. Paya	0	*
John A. Young (12)	78,355	*
Vikram Jog (13)	84,373	*
Nicholas S. Khadder (14)	10,893	*
Steven C. McPhail (15)	35,026	*
Mai Chan (Grace) Yow (16)	126,360	*
Gajus V. Worthington (17)	382,092	1.3%
William M. Smith (18)	155,160	*
Marc Unger (19)	133,259	*
All directors and executive officers as a group (16 persons) (20)	1,502,987	4.9%

* Less than one percent.

- (1) Based solely on the Form 5 filed with the SEC on February 14, 2017. Levin Capital Strategies, L.P., or LCS, filing jointly with LCS GP, LLC, Levin Capital Trilogy Master Fund, Ltd. (“Trilogy”), LCS, LLC, Levcap Alternative Fund, L.P. (“Levcap”), LCS Event Partners LLC, Safinia Partners, L.P. (“Safinia”), LCS L/S, LLC and John A. Levin (collectively, the “LCS Filing Group”), report that the shares are beneficially owned as follows: 6,341,380 shares are owned by Managed Accounts of LCS; 1,098,376 shares are owned by Transamerica Large Cap Value Fund; 51,068 shares are owned by Trilogy; 22,453 shares are owned by Levcap; and 9,252 shares are owned by Safinia. The address of LCS is 595 Madison Avenue, 17th Floor, New York, NY 10022.
- (2) Based solely on the most recently available Schedule 13G filed with the SEC on February 9, 2017. PRIMECAP Management Company, or PRIMECAP, reported sole voting power with respect to 2,892,532 shares, sole dispositive power with respect to 4,295,532 shares, and no shared voting or dispositive power. PRIMECAP is an investment advisor in accordance with Rule 13d 1(b). The address of PRIMECAP is 177 E. Colorado Blvd., 11th Floor, Pasadena, CA 91105.
- (3) Based solely on the most recently available Schedule 13G filed with the SEC on January 24, 2017. BlackRock, Inc., or BlackRock, and its affiliates, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock Investment Management, LLC, reported sole voting power with respect to 1,781,934 shares, sole dispositive power with respect to 1,827,699 shares, and no shared voting or dispositive power. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.
- (4) Based solely on the most recently available Schedule 13G filed with the SEC on February 11, 2016. Mubadala Development Company PJSC, or Mubadala Development Company, filing jointly with MDC Capital LLC and MDC Capital (Cayman) Limited, as trustee for Fifty First Investment Company LLC, reported shared voting power with respect to 1,599,069 shares, shared dispositive power with respect to 1,599,069 shares, and no sole voting or dispositive power. The address of Mubadala Development Company is P.O. Box 45005, Abu Dhabi, United Arab Emirates.
- (5) Based solely on the most recently available Schedule 13G filed with the SEC on March 13, 2017. Adage Capital Partners, L.P., or Adage, filing jointly with Adage Capital Partners GP, L.L.C., Adage Capital Advisors, L.L.C., Robert Atchinson and Phillip Gross reported shared voting power with respect to 1,546,209 shares, shared dispositive power with respect to 1,546,209 shares, and no sole voting or dispositive power. The address of Adage is 200 Clarendon Street, 52nd Floor, Boston, MA 02116.

- (6) Consists of 58,000 shares held by Stephen Christopher Linthwaite, options to purchase 19,739 shares of common stock that are exercisable within 60 days of April 14, 2017, and 6,333 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (7) Consists of 7,100 shares held by the Barthelemy 2001 Trust, of which Mr. Barthelemy is a trustee.
- (8) Consists of options to purchase 66,166 shares of common stock that are exercisable within 60 days of April 14, 2017.
- (9) Consists of 43,523 shares held by The Colella Family Trust U/D/T dated September 21, 1992, of which Mr. Colella is a trustee, 5,561 shares held by The Colella Family Partners, L.P., of which Mr. Colella is a general partner, 10,000 shares held by the Colella Family Exempt Marital Deduction Trust dated September 21, 1992 of which Mr. Colella is a trustee, and options to purchase 24,166 shares of common stock held by Mr. Colella that are exercisable within 60 days of April 14, 2017.
- (10) Consists of 64,451 shares held of record by jVen Capital, LLC, of which Mr. Jones is a managing member, and options to purchase 90,166 shares of common stock that are exercisable within 60 days of April 14, 2017.
- (11) Consists of options to purchase 90,166 shares of common stock that are exercisable within 60 days of April 14, 2017.
- (12) Consists of 849 shares held by the Young Family Trust dated September 8, 1986, of which Mr. Young is a trustee, and options to purchase 77,506 shares of common stock that are exercisable within 60 days of April 14, 2017.
- (13) Consists of 5,063 shares held by Vikram Jog, 2,061 shares held by the Vikram and Pratima Jog Family Trust U/A dated June 23, 2009, of which Mr. Jog is a trustee, options to purchase 73,379 shares of common stock that are exercisable within 60 days of April 14, 2017, and 3,870 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (14) Consists of options to purchase 8,260 shares of common stock that are exercisable within 60 days of April 14, 2017, and 2,633 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (15) Consists of 5,925 shares held by Steven C. McPhail, options to purchase 26,277 shares of common stock that are exercisable within 60 days of April 14, 2017, and 2,824 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (16) Consists of 9,840 shares held by Mai Chan (Grace)Yow, options to purchase 113,722 shares of common stock that are exercisable within 60 days of April 14, 2017, and 2,798 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (17) Consists of 17,503 shares held by Gajus Worthington, 33,029 shares held of record by the Worthington Family Trust dated March 6, 2007, of which Mr. Worthington is a trustee, options to purchase 328,315 shares of common stock that are exercisable within 60 days of April 14, 2017, and 3,245 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (18) Consists of 4,487 shares held by William M. Smith, and options to purchase 150,673 shares of common stock that are exercisable within 60 days of April 14, 2017.
- (19) Consists of 8,400 shares held by Marc Unger, options to purchase 121,534 shares of common stock that are exercisable within 60 days of April 14, 2017, and 3,325 restricted stock units scheduled to vest within 60 days of April 14, 2017.
- (20) Consists of 275,792 shares beneficially owned by current directors and executive officers, options held by current directors and executive officers to purchase 1,198,148 shares of common stock that are exercisable within 60 days of April 14, 2017, and 29,047 restriction stock units scheduled to vest within 60 days of April 14, 2017.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Related Person Transactions

OpGen Supply Agreement

In December 2013, OpGen, Inc., or OpGen, purchased a Biomark HD system and related consumables from us. Evan Jones, a member of our board of directors, is the President and Chief Executive Officer of OpGen, a member of OpGen's board of directors, and a substantial stockholder in OpGen. OpGen's purchase price for the Biomark HD system was approximately \$221,000. In March 2014, we entered into a supply agreement with OpGen with respect to OpGen's purchases of consumables for use with the system. OpGen's aggregate purchases under the supply agreement during the year ended December 31, 2016 totaled approximately \$120,000. During the first quarter of 2017, OpGen had additional purchases that totaled approximately \$16,461. We believe that our transactions with OpGen were on commercially reasonable terms no less favorable to us than could have been obtained from unaffiliated third parties. The terms of these transactions have been previously approved and ratified by our audit committee without the participation of Mr. Jones.

In addition, through its affiliated funds, Versant Ventures, a venture capital firm for which the Chairman of our board of directors, Samuel D. Colella, serves as a managing member, is a significant stockholder in OpGen. Mr. Colella does not serve on the board of directors of OpGen and is not involved in its operations. We do not believe that our transactions with OpGen constitute "related person transactions" within the meaning of Item 404 of Regulation S-K as they pertain to Mr. Colella, but as part of our governance policy, Versant's relationship with OpGen was disclosed to our audit committee in connection with its consideration of the transactions described above.

Policy Concerning Audit Committee Approval of Related Person Transactions

Our board of directors and audit committee have adopted a formal written policy that our executive officers, directors, holders of more than 5% of any class of our voting securities, and any member of the immediate family of any of the foregoing persons, are not permitted to enter into any transaction with us for which disclosure would be required under Item 404 of Regulation S-K, referred to as a related person transaction, without the review and approval or ratification of our audit committee, or other independent members of our board of directors if it is inappropriate for our audit committee to review such transaction due to a conflict of interest. Any related person transaction must be presented to our audit committee for review, consideration and approval or ratification. In approving or rejecting any such related person transaction, our audit committee is to consider the relevant facts and circumstances available and deemed relevant to the audit committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

Director Independence

As a company listed on NASDAQ, we are required under the NASDAQ listing requirements to maintain a board comprised of a majority of "independent directors," as determined affirmatively by our board. In addition, the NASDAQ rules require that, subject to specified exceptions, each member of our audit, compensation, and nominating and corporate governance committees be independent. Our board of directors determined that a majority of our directors during 2016 were "independent directors" as defined under applicable NASDAQ rules, including Gerhard F. Burbach, Samuel D. Colella, Evan Jones, Patrick S. Jones, and John A. Young.

In April 2017, our board of directors undertook another review of the independence of our directors and considered whether any director has a material relationship with us that could compromise his ability to exercise independent judgment in carrying out his responsibilities. As a result of this review, our board of directors determined that Gerhard F. Burbach, Samuel D. Colella, Evan Jones, Patrick S. Jones, John A. Young, Carlos Paya and Nicolas Barthelemy representing a majority of our directors, are "independent directors" as defined under applicable NASDAQ rules. Stephen Christopher Linthwaite is not considered an independent director because of his positions as our President and Chief Executive Officer.

Item 14. Principal Accounting Fees and Services

Principal Accounting Fees and Services

The following table sets forth the aggregate fees for audit services provided by PricewaterhouseCoopers LLP for the years ended December 31, 2016 and December 31, 2015:

	2016	2015
Audit fees(1)	\$ 1,296,464	\$ 1,248,247
Audit-related fees	—	—
Tax fees(2)	72,000	—
All other fees	—	—
Total fees	\$ 1,368,464	\$ 1,248,247

(1) Audit fees for 2016 and 2015 consist of fees billed or to be billed by PricewaterhouseCoopers LLP for professional services rendered for the audit of our annual consolidated financial statements and for review of certain quarterly financial statements.

(2) For 2016, Tax fees consist of fees billed by PricewaterhouseCoopers LLP for professional services rendered primarily for intercompany transfer pricing services.

Policy on Audit Committee Pre-Approval of Services Performed by Independent Registered Public Accounting Firm

Consistent with the requirements of the SEC and the Public Company Accounting Oversight Board, or PCAOB, regarding auditor independence, our audit committee has responsibility for appointing, setting compensation, and overseeing the work of our independent registered public accounting firm. In recognition of this responsibility, our audit committee has established a policy for the pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services, and other services. The audit committee generally pre-approves particular services or categories of services on a case-by-case basis. The independent registered public accounting firm and management are required to periodically report to the audit committee regarding the extent of services provided by the independent registered public accounting firm in accordance with these pre-approvals, and the fees for the services performed to date.

All of the services of PricewaterhouseCoopers LLP for 2015 and 2016 described above were pre-approved by the audit committee.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of the report

1. Financial Statements

The consolidated financial statements of Fluidigm Corporation were previously filed with our Annual Report on Form 10-K for the year ended December 31, 2016.

2. Financial Statement Schedules

“Schedule II—Valuation and Qualifying Account and Reserve” was previously filed with our Annual Report on Form 10-K for the year ended December 31, 2016.

3. Exhibits

The following is a list of exhibits filed, furnished or incorporated by reference as a part of this Amendment No. 1 to Form 10-K for the fiscal year ended December 31, 2016.

Exhibit Number	Description	Incorporated by Reference From Form
24.2	Power of Attorney for certain directors of Fluidigm Corporation, authorizing the signing of this Annual Report on Form 10-K on their behalf.	Filed herewith
31.3	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer.	Filed herewith
31.4	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Financial Officer.	Filed herewith

(b) Exhibits

See Item 15(a)(3) above.

(c) Schedules

See Item 15(a)(3) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to its Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

FLUIDIGM CORPORATION

Dated: April 27, 2017

By: /s/ Stephen Christopher Linthwaite
Stephen Christopher Linthwaite

President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Stephen Christopher Linthwaite	President and Chief Executive Officer (Principal Executive Officer); Director	April 27, 2017
Stephen Christopher Linthwaite		
/s/ Vikram Jog	Chief Financial Officer (Principal Financial Officer)	April 27, 2017
Vikram Jog		
/s/ Jennifer Lee	Vice President, Controller (Principal Accounting Officer)	April 27, 2017
Jennifer Lee		
*		April 27, 2017
Samuel D. Colella	Chairman of the Board of Directors	
*		April 27, 2017
Gerhard F. Burbach	Director	
*		April 27, 2017
Evan Jones	Director	
*		April 27, 2017
Patrick S. Jones	Director	
/s/ Carlos V. Paya		April 27, 2017
Carlos V. Paya	Director	
/s/ Nicolas Barthelemy		April 27, 2017
Nicolas Barthelemy	Director	
*		April 27, 2017
John A. Young	Director	

* By: /s/ Vikram Jog
Vikram Jog, *as attorney in fact*

INDEX TO EXHIBITS

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen Christopher Linthwaite and Vikram Jog, jointly and severally, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Annual Report on Form 10-K of Fluidigm Corporation (the "Company") for the fiscal year ended December 31, 2016 (File No. 001-34180), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each caused this Power of Attorney to be executed as of April 27, 2017.

Signature	Title	Date
<u>/s/ Carlos V. Paya</u> Carlos V. Paya	Director	April 27, 2017
<u>/s/ Nicolas Barthelemy</u> Nicolas Barthelemy	Director	April 27, 2017

CERTIFICATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen Christopher Linthwaite, certify that:

1. I have reviewed this amendment no. 1 to the annual report on Form 10-K of Fluidigm Corporation; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 27, 2017

By: /s/ Stephen Christopher Linthwaite
Stephen Christopher Linthwaite
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Vikram Jog, certify that:

1. I have reviewed this amendment no. 1 to the annual report on Form 10-K of Fluidigm Corporation; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 27, 2017

By: /s/ Vikram Jog

Vikram Jog

Chief Financial Officer

(Principal Financial Officer)