

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**  
SEC Accession No. [0001193125-13-011915](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

**FLUIDIGM CORP**

CIK: **1162194** | IRS No.: **770513190** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-34180** | Film No.: **13528072**  
SIC: **3826** Laboratory analytical instruments

Mailing Address

7000 SHORELINE COURT  
SUITE 100  
SOUTH SAN FRANCISCO CA  
94080

Business Address

7000 SHORELINE COURT  
SUITE 100  
SOUTH SAN FRANCISCO CA  
94080  
6502666000

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**  
**January 10, 2013**

---

**FLUIDIGM CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-34180**  
(Commission  
File Number)

**77-0513190**  
(IRS Employer  
Identification No.)

**7000 Shoreline Court, Suite 100**  
**South San Francisco, California 94080**  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

---

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

*(d) Election of Directors*

On the recommendation of our nominating and corporate governance committee, our board of directors elected Gerhard F. Burbach as a Class II director on January 10, 2013, to fill the vacant Class II board seat and serve until his successor is duly appointed and qualified or until his earlier resignation or removal. Mr. Burbach will also serve as a member of our audit and compensation committees.

Since January 2006, Mr. Burbach, age 50, has served as president, chief executive officer and director of Thoratec Corporation, a publicly-traded company that develops, manufactures and markets proprietary medical devices used for circulatory support. In addition, since October 2004, Mr. Burbach has served as a member of the board of directors of Digirad Corporation, a publicly-traded 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, 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.

There was no understanding or arrangement between Mr. Burbach and any other person pursuant to which Mr. Burbach was elected as a director.

Mr. Burbach is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On January 10, 2013, in connection with Mr. Burbach's election as a Class II director, we entered into an indemnification agreement with Mr. Burbach in the form of our standard indemnification agreement, which was filed with the Securities and Exchange Commission on January 28, 2011 as Exhibit 10.1 to Amendment No. 3 to Registration Statement on Form S-1 and is incorporated herein in its entirety by reference.

As a non-employee director, Mr. Burbach will participate in the compensation program applicable to all non-employee directors, which is summarized below.

Under our cash compensation policy, each non-employee director receives a base annual retainer of \$20,000 and the board chair receives an additional base annual retainer of \$10,000. Committee members receive additional annual cash compensation for service on board committees as follows: audit committee, \$10,000; compensation committee, \$7,000; and nominating and corporate governance committee, \$5,000. Committee chairs receive additional compensation for service as the chair of board committees as follows: audit committee chair, \$5,000; compensation committee chair, \$3,500; and nominating and corporate governance committee chair, \$2,500.

In accordance with our outside director equity compensation policy and our 2011 Equity Incentive Plan, on January 10, 2013, Mr. Burbach was granted an option to purchase 30,000 shares of our common stock. On the date of each annual meeting of stockholders following the date of Mr. Burbach's election to the board, Mr. Burbach will be granted an option to purchase 12,000 shares of our common stock, subject to Mr. Burbach continuing to be a non-employee director on each such date.

The foregoing is only a brief description of the material terms of our non-employee director compensation program, and is qualified in its entirety by reference to the description of our non-employee director compensation program under the heading "Compensation of Non-Employee Directors" in our definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 26, 2012 and incorporated herein in its entirety by reference.

On January 14, 2013, we issued a press release announcing Mr. Burbach's appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein in its entirety by reference.



---

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been filed with the Securities and Exchange Commission:

**Exhibit**

| <u>No.</u> | <u>Description</u>   |
|------------|--|
| 99.1       | Fluidigm Corporation Press Release dated January 14, 2013. |

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FLUIDIGM CORPORATION**

Date: January 14, 2013

By: /s/ Vikram Jog

Vikram Jog

Chief Financial Officer

- 3 -

---

## EXHIBIT INDEX

**Exhibit**

No.

Description

99.1 Fluidigm Corporation Press Release dated January 14, 2013.

## GERHARD BURBACH JOINS FLUIDIGM BOARD OF DIRECTORS

SOUTH SAN FRANCISCO, Calif. - Jan. 14, 2013 - Fluidigm Corporation (NASDAQ:FLDM) today announced that Gerhard F. Burbach has been appointed to Fluidigm's Board of Directors. Mr. Burbach will also join the Board's Audit and Compensation Committees.

"We are extremely pleased to have a seasoned executive of Gary Burbach's caliber joining the board of Fluidigm. Gary has extensive operating experience, as well as strong strategic skills and expertise that we believe will contribute to the continued success of Fluidigm," said Sam Colella, Fluidigm Chairman of the Board.

"Fluidigm is leading the charge into single-cell genomics. The company's extraordinary proprietary microfluidic technology automates the single-cell workflow and lowers costs so that groundbreaking research in this exciting new field becomes readily achievable. I look forward to joining Fluidigm's Board of Directors and working with the management team to bring these significant opportunities to reality," said Mr. Burbach.

Mr. Burbach currently serves as president, chief executive officer and director of Thoratec Corporation, a publicly-traded company that develops, manufactures and markets proprietary medical devices used for circulatory support.

Mr. Burbach has extensive experience in the medical technology industry. Prior to joining Thoratec Corporation in January 2006, he served as president and chief executive officer of Digirad Corporation from April 2005 to January 2006. He also has been a member of Digirad's board of directors since 2004. From July 2003 to April 2005, Mr. Burbach 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, 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 has a B.S. in Industrial Engineering from Stanford University and an M.B.A. from Harvard Business School.

### Use of Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to Fluidigm's future performance, opportunities in the single-cell genomics market, and the ability of management personnel and our board of directors to contribute to the growth of Fluidigm's business. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any future results expressed or implied by these forward-looking statements, including (among others) risks relating to research and development activities and the growth of new and developing markets, Fluidigm's ability to successfully launch new products and applications, and competition in Fluidigm's primary markets. Information on these and additional risks affecting Fluidigm's business and operating results are contained in its filings with the Securities and Exchange Commission, including its most recently filed Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. These forward-looking statements speak only as of the date hereof and Fluidigm disclaims any obligation to update these statements.



---

## About Fluidigm

Fluidigm (NASDAQ:FLDM) develops, manufactures and markets microfluidic systems for growth markets in the life science and agricultural biotechnology, or Ag-Bio, industries. Fluidigm's proprietary microfluidic systems consist of instruments and consumables, including integrated fluidic circuits (IFCs), assays and other reagents. These systems are designed to significantly simplify experimental workflow, increase throughput and reduce costs, while providing the excellent data quality demanded by customers. Fluidigm actively markets four microfluidic systems, including thirteen different IFCs, to leading academic institutions, diagnostic laboratories, and pharmaceutical, biotechnology and Ag-Bio companies. Fluidigm products are marketed for research purposes only (not for diagnostic use).

For more information, please visit [www.fluidigm.com](http://www.fluidigm.com).

Fluidigm, the Fluidigm logo are trademarks or registered trademarks of Fluidigm Corporation. All other trademarks are the property of their respective owners.

###

### CONTACT:

Howard High - Press Relations  
Fluidigm Corporation  
650.266.6081 (office)  
510.786.7378 (mobile)  
[howard.high@fluidigm.com](mailto:howard.high@fluidigm.com)