

GenMark Diagnostics, Inc.  
Form S-8  
March 12, 2014

As filed with the Securities and Exchange Commission on March 12, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**GENMARK DIAGNOSTICS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**5964 La Place Court**

**27-2053069**  
**(I.R.S. Employer**

**Identification No.)**

**Carlsbad, California 92008**

**(Address, including Zip Code, of Principal Executive Offices)**

**2010 EQUITY INCENTIVE PLAN**

**(Full title of the plan)**

**Hany Massarany**

**Chief Executive Officer and President**

**GenMark Diagnostics, Inc.**

**5964 La Place Court**

**Carlsbad, California 92008**

**(760) 448-4300**

**(Name, address and telephone number, including area code, of agent for service)**

*Copy to:*

**Eric J. Stier, Esq.**

**Senior Vice President and General Counsel**

**GenMark Diagnostics, Inc.**

**5964 La Place Court**

**Carlsbad, California 92008**

**Telephone: (760) 448-4327**

**Facsimile: (760) 683-6876**

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Proposed</b>		<b>Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee</b>
	<b>Maximum Amount to be Registered (1)(2)</b>	<b>Proposed Maximum Offering Price per Share (3)</b>		
<b>Common Stock, par value \$0.0001 per share</b>	<b>1,260,872</b>	<b>\$12.35</b>	<b>\$15,571,770</b>	<b>\$2,006</b>

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional securities that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's 2010 Equity Incentive Plan (the "2010 Plan") by reason of any stock split, stock dividend or similar adjustment effected without the Registrant's receipt of consideration that results in an increase in the number outstanding shares of the Registrant's common stock.
- (2) The 1,260,872 shares being registered under the 2010 Plan represent additional shares of common stock of the Registrant reserved for issuance under the 2010 Plan as a result of the automatic increase in shares reserved thereunder on January 1, 2014 pursuant to the terms of the 2010 Plan.
- (3) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low prices per share of the Registrant's common stock on March 7, 2014 as reported on the NASDAQ Global Market.

**REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8, the Registrant is filing this registration statement with the Securities and Exchange Commission (the Commission) to register an additional 1,260,872 shares of common stock under the Registrant's 2010 Equity Incentive Plan pursuant to the provisions of the plan providing for an annual automatic increase in the number of shares of common stock reserved for issuance thereunder. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on August 17, 2010 (Registration No. 333-168892), as modified or superseded pursuant to Rule 412 under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

For a list of exhibits, see the Exhibit Index in this registration statement, which is incorporated into this Item by reference.

\* \* \*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Carlsbad, State of California, on this 12th day of March, 2014.

**GenMark Diagnostics, Inc.**

By: /s/ Hany Massarany  
Hany Massarany

Chief Executive Officer and President

**POWER OF ATTORNEY**

Each director and/or officer of GenMark Diagnostics, Inc. whose signature appears below constitutes and appoints Hany Massarany as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Hany Massarany Hany Massarany	Chief Executive Officer, President and Director (principal executive officer)	March 12, 2014
/s/ Richard B. Slansky Richard B. Slansky	Chief Financial Officer (principal financial and accounting officer)	March 12, 2014
/s/ Christopher Gleeson Christopher Gleeson	Chairman of the Board	March 12, 2014
/s/ Daryl J. Faulkner Daryl J. Faulkner	Director	March 12, 2014

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/s/ James Fox, Ph.D.	Director	March 12, 2014
James Fox, Ph.D.		
/s/ Kevin C. O Boyle	Director	March 12, 2014
Kevin C. O Boyle		
/s/ Stephen T. Worland, Ph.D.	Director	March 12, 2014
Stephen T. Worland, Ph.D.		

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1(1)	Certificate of Incorporation.
4.2(2)	By-Laws.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.3	Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1).
24.1	Power of Attorney (contained on signature page).
99.1(3)	GenMark Diagnostics, Inc. 2010 Equity Incentive Plan.

- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-1 (File No. 333-165562) filed on March 19, 2010.
- (2) Incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-1 (File No. 333-165562) filed on March 19, 2010.
- (3) Incorporated by reference to Exhibit 10.15 to the Registrant's registration statement on Form S-1/A (File No. 333-165562) filed on April 20, 2010.