

GenMark Diagnostics, Inc.
Form 4
February 22, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kayyem Jon Faiz

(Last) (First) (Middle)

5964 LA PLACE COURT

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GenMark Diagnostics, Inc. [GNMK]

3. Date of Earliest Transaction (Month/Day/Year)

02/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SVP, Research & Development

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or (D) Price					
Common Stock	02/18/2016		A		53,287 (1)	A	\$ 0	155,181	D	
Common Stock								61,651	I	HI Charitable Remainder Uni Trust (2)
Common Stock								569,308	I	IFIN LP (2)
Common Stock								82,934	I	The Jon Faiz Kayyem and

Paige N.
Gates
Family
Trust, dated
April 1,
2000 ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	\$ 0	02/18/2016		A	17,780 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	17,780 <u>(3)</u>		\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kayyem Jon Faiz 5964 LA PLACE COURT CARLSBAD, CA 92008			SVP, Research & Development	

Signatures

/s/ Eric Stier,
Attorney-in-fact
02/22/2016
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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(1) The amount reported reflects restricted stock units granted to the reporting person pursuant to the Issuer's 2010 Equity Incentive Plan. The restricted stock units vest 25% on February 1, 2017 and the remaining shares subject to such award vest in 12 equal quarterly installments thereafter.

(2) Dr. Kayyem is the trustee of the HI Charitable Remainder Uni Trust, trustee of The Jon Faiz Kayyem and Paige N. Gates Family Trust, dated April 1, 2000 and the President of In-Motion LLC, the general partner of IFIN LP. Dr. Kayyem disclaims beneficial ownership of these securities, except to the extent of any indirect pecuniary interest in his distributive shares therein.

(3) Each market stock unit ("MSU") represents the contingent right to receive, following vesting, between 0% and 200% of one share of the Issuer's common stock, subject to the level of achievement of applicable performance conditions. The resulting number of shares acquired upon vesting of the MSUs, if any, is based on the Issuer's total shareholder return for each performance period as compared to the Nasdaq Composite Index.

(4) The MSUs vest in three equal installments, on each of December 31, 2016, December 31, 2017, and December 31, 2018; provided that, at the end of the second and third annual performance periods, the Reporting Person is eligible to receive any shares that were not earned in the first and second annual performance periods to the extent that the Issuer's two-year or three-year total shareholder return, as applicable, exceeds the prior performance results as compared to the Nasdaq Composite Index.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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