

GenMark Diagnostics, Inc.  
Form 4  
February 23, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stier Eric

(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)

02/19/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP & General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	02/19/2015		A	(A) or (D) Amount 17,642 (1)	\$ 0 45,943	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 13.17	02/19/2015		A	55,550	(2) 02/19/2025	Common Stock	55,550
Market Stock Units	\$ 0	02/19/2015		A	15,290 (3)	(4) (4)	Common Stock	15,290 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stier Eric 5964 LA PLACE COURT CARLSBAD, CA 92008	SVP & General Counsel

## Signatures

/s/ Eric Stier 02/23/2015

\_\_\_\_\_  
Signature of  
Reporting Person

\_\_\_\_\_  
Date

## 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).

(1) The amount reported reflects restricted stock units granted to the reporting person pursuant to the Issuer's 2010 Equity Incentive Plan. Of the aggregate amount reported, (1) 15,290 represent restricted stock units which vest 25% on February 1, 2016 and the remaining shares subject to such award vest in 12 equal quarterly installments thereafter, and (2) 2,352 represent restricted stock units which vest 100% on February 1, 2016.

(2) 25% of the shares subject to the award vest and become exercisable on February 1, 2016 and the remaining shares subject to the award vest and become exercisable in 36 equal monthly installments thereafter.

(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, 2015, December 31, 2016, and December 31, 2017; 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.

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