

GenMark Diagnostics, Inc.

Form 4

January 20, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mendel Scott

(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)

01/19/2017

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 below) ____ Other (specify below)

Chief Financial Officer

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 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	01/19/2017		M	3,689 A \$ 0	142,058	D	
Common Stock	01/19/2017		M	18,875 (1) A \$ 0	160,933	D	
Common Stock	01/19/2017		S(2)	9,098 D \$ 12.47	133,301 (3)	D	
Common Stock					51,975 (3)	I	Mendel Trust dated October 14, 2011

(4)

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

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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)

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. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market Stock Units	\$ 0	01/19/2017		M		3,689 (5)		(6)	(6)	Common Stock	3,689 (5)	\$ 0
Market Stock Units	\$ 0	01/19/2017		M		9,698 (5)		(7)	(7)	Common Stock	9,698 (5)	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mendel Scott 5964 LA PLACE COURT CARLSBAD, CA 92008	Chief Financial Officer

Signatures

/s/ Eric Stier,
Attorney-in-fact 01/20/2017

__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).

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- (1) Based on actual achievement for the one-year performance period, the recipient was issued 194.6% of the market stock units ("MSUs") which vested as of December 31, 2016.
- (2) The shares were sold pursuant to pre-established trading instructions solely to satisfy tax withholding obligations in connection with the partial vesting of previously granted MSUs.
- (3) The reporting person transferred 18,534 shares of the Issuer's common stock into the Mendel Trust dated October 14, 2011 since the reporting person last filed a Form 4 with the Securities and Exchange Commission.
- (4) Mr. Mendel is the trustee of Mendel Trust and has voting and dispositive power with respect to these shares. Mr. Mendel disclaims beneficial ownership except to the extent of his pecuniary interest therein.

- Each 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.
- (5)

- 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.
- (6)

- 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.
- (7)

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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