

GenMark Diagnostics, Inc.  
Form 10-K/A  
April 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

Amendment No. 1

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the year ended December 31, 2012

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34753

**GenMark Diagnostics, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>27-2053069</b> (I.R.S. Employer Identification No.)
<b>5964 La Place Court, Suite 100, Carlsbad, California</b> (Address of principal executive offices)	<b>92008-8829</b> (Zip code)
<b>Registrant's telephone number, including area code: 760-448-4300</b>	

**Securities registered pursuant to Section 12(b) of the Act**

<b>Title of Each Class:</b> <b>Common Stock, par value \$0.0001 per share</b>	<b>Name of Each Exchange on which Registered:</b> <b>The NASDAQ Stock Market LLC</b>
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**(NASDAQ Global Market)**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933, as amended. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 29, 2012, the last business day of the registrant's most recent completed second quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$120,171,000 based on the closing sale price for the registrant's common stock

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on the NASDAQ Global Market on that date of \$4.34 per share. This number is provided only for the purpose of this report on Form 10-K and does not represent an admission by either the registrant or any such person as to the status of such person.

The number of outstanding shares of the registrant's common stock on March 1, 2013 was 32,757,777. The common stock is listed on the NASDAQ Global Market (trading symbol GNMK ).

**EXPLANATORY NOTE**

GenMark Diagnostics, Inc. (the Company) is filing this Amendment No. 1 (this Amendment) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the Form 10-K) as an exhibit only filing in response to comments received from the Securities and Exchange Commission regarding a request for confidential treatment of certain portions of Exhibit 10.5 originally filed with the Form 10-K. This Amendment is being filed solely to re-file Exhibit 10.5. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment is limited in scope to the items identified above and should be read in conjunction with the Form 10-K. This Amendment does not reflect events occurring after the filing of the Form 10-K and no revisions are being made to the Company's financial statements pursuant to this Amendment. Other than the filing of the information identified above, this Amendment does not modify or update the disclosure in the Form 10-K in any way.

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.5	Second Amendment to License Agreement dated June 20, 2000 by and between California Institute of Technology and Clinical Micro Sensors, Inc.*
31.1	Certification of principal executive officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.*
31.2	Certification of principal financial officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.*

\* File herewith.

Portions of this exhibit were omitted and filed separately with the Securities and Exchange Commission pursuant to an application for confidential treatment filed with the Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 18, 2013.

GENMARK DIAGNOSTICS, INC.

By: */s/ HANY MASSARANY*  
**Name: Hany Massarany**  
**Title: Chief Executive Officer, President and Director**

(principal executive officer)

April 18, 2013

By: */s/ RICHARD B. SLANSKY*  
**Name: Richard B. Slansky**  
**Title: Chief Financial Officer**

(principal financial officer and principal accounting officer)

April 18, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ HANY MASSARANY</i> <b>Hany Massarany</b>	President, Chief Executive Officer and Director (principal executive officer)	April 18, 2013
<i>/s/ RICHARD B. SLANSKY</i> <b>Richard B. Slansky</b>	Chief Financial Officer (principal financial officer and principal accounting officer)	April 18, 2013
* <b>Christopher Gleeson</b>	Chairman of the Board	April 18, 2013
* <b>Daryl J. Faulkner</b>	Director	April 18, 2013
* <b>James Fox</b>	Director	April 18, 2013
* <b>Kevin C O Boyle</b>	Director	April 18, 2013
* <b>Stephen Worland</b>	Director	April 18, 2013

By signature set forth below, the undersigned, pursuant to the duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this Amendment No. 1 to Annual Report on Form 10-K/A on behalf of the persons indicated.

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\*By /s/ Hany Massarany  
Hany Massarany  
*Attorney-in-Fact*

Date: April 18, 2013