

GenMark Diagnostics, Inc.  
 Form 4  
 February 23, 2015

**FORM 4**

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

OMB APPROVAL

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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

(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)  
 02/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/19/2015		A	8,312 (1)	\$ 0	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.



## 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) 5,560 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) 2,752 represent restricted stock units which vest 100% on February 1, 2016.

(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) 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.

(4) 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.

(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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.