

GENMARK DIAGNOSTICS, INC.

Reported by
MENDEL SCOTT

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 02/21/19 for the Period Ending 02/18/19

Address	5964 LA PLACE COURT CARLSBAD, CA, 92008
Telephone	(760) 448-4300
CIK	0001487371
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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).

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer					
			3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2019				4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)				
Common Stock	2/18/2019		A (1)			127500	A	\$0	363277	D	
Common Stock	2/20/2019		S (2)			2063	D	\$6.16	361214	D	
Common Stock									88458	I	Mendel Trust dated October 14, 2011 (3)

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Market Stock Units	\$0.0	2/18/2019		A	42500 (4)			(5)	(5)	Common Stock	42500.0 (4)	\$0	42500	D	

Explanation of Responses:

- 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 18, 2020 and the remaining shares subject to such award vest in 12 equal quarterly installments thereafter.
- 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 restricted stock units.
- Mr. Mendel is the trustee of the 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 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.
- The MSUs vest in three equal installments, on each of December 31, 2019, December 31, 2020, and December 31, 2021; provided that, at the end of the second and third performance periods, the Reporting Person is eligible to receive any shares that were not earned in the first and second 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.

Reporting Owners

Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Mendel Scott				

5964 LA PLACE COURT
CARLSBAD, CA 92008

Chief Operating Officer

Signatures

/s/ Eric Stier, Attorney-in-fact

2/21/2019

** Signature of Reporting Person

Date

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

* 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).

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

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