

GenMark Diagnostics, Inc.
Form S-8
June 21, 2012

As filed with the Securities and Exchange Commission on June 21, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

GENMARK DIAGNOSTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

5964 La Place Court, Suite 100

27-2053069
(I.R.S. Employer

Identification No.)

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Carlsbad, California 92008

(Address, including Zip Code, of Principal Executive Offices)

2010 EQUITY INCENTIVE PLAN

(Full title of the plan)

Hany Massarany

Chief Executive Officer and President

GenMark Diagnostics, Inc.

5964 La Place Court

Carlsbad, California 92008

(760) 448-4300

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Michael S. Kagnoff, Esq.

DLA PIPER LLP (US)

4365 Executive, Suite 1100

San Diego, California 92121

Telephone: (858) 677-1400

Facsimile: (858) 677-1401

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

Large accelerated filer

Accelerated filer

x

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Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered(1)(2)	Proposed Maximum		Amount of Registration Fee
		Offering Price per Share (3)	Aggregate Offering Price (3)	
Common Stock, par value \$0.0001 per share	966,178	\$4.40	\$4,251,183	\$488

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional securities that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's 2010 Equity Incentive Plan (the 2010 Plan) by reason of any stock split, stock dividend or similar adjustment effected without the Registrant's receipt of consideration that results in an increase in the number outstanding shares of the Registrant's common stock.
- (2) The 966,178 shares being registered under the 2010 Plan consists of (i) 614,332 additional shares of common stock of the Registrant reserved under the 2010 Plan as a result of the automatic increase in shares reserved thereunder on January 1, 2011 and (ii) 351,846 additional shares of common stock of the Registrant reserved under the 2010 Plan as result of the automatic increase in shares reserved thereunder on January 1, 2012, each pursuant to the terms of the Plan.
- (3) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low prices per share of the Registrant's common stock on June 20, 2012 as reported on the NASDAQ Global Market.

This registration statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, the Registrant is filing this registration statement with the Securities and Exchange Commission (the Commission) to register an additional 966,178 shares of common stock under the Registrant's 2010 Equity Incentive Plan pursuant to the provisions of the plan providing for an annual automatic increase in the number of shares of common stock reserved for issuance under such plan. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on August 17, 2010 (Registration No. 333-168892), as modified or superseded pursuant to Rule 412 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this registration statement, which is incorporated into this Item by reference.

* * *

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Carlsbad, State of California, on this 18th day of June, 2012.

GenMark Diagnostics, Inc.

By: /s/ Hany Massarany
Hany Massarany

Chief Executive Officer and President

POWER OF ATTORNEY

Each director and/or officer of GenMark Diagnostics, Inc. whose signature appears below constitutes and appoints Hany Massarany as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ Hany Massarany	Chief Executive Officer, President and Director	June 18, 2012
Hany Massarany	(principal executive officer)	
/s/ Richard B. Slansky	Chief Financial Officer	June 18, 2012
Richard B. Slansky	(principal financial and accounting officer)	
/s/ Daryl J. Faulkner	Director	June 18, 2012
Daryl J. Faulkner		
/s/ James Fox, Ph.D.	Director	June 18, 2012
James Fox, Ph.D.		
/s/ Christopher Gleeson	Director	June 18, 2012
Christopher Gleeson		
/s/ Kevin C. O Boyle	Director	June 18, 2012
Kevin C. O Boyle		
/s/ Stephen T. Worland, Ph.D.	Director	June 18, 2012

Stephen T. Worland, Ph.D.

EXHIBIT INDEX

Exhibit No.	Description
4.1(1)	Certificate of Incorporation.
4.2(2)	By-Laws.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of Deloitte & Touche LLP (US).
23.2	Consent of Deloitte LLP (UK).
23.3	Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1)
24.1	Power of Attorney (contained on signature page).
99.1(3)	GenMark Diagnostics, Inc. 2010 Equity Incentive Plan.

- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-1 (File No. 333-165562) filed on March 19, 2010.
- (2) Incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-1 (File No. 333-165562) filed on March 19, 2010.
- (3) Incorporated by reference to Exhibit 10.15 to the Registrant's registration statement on Form S-1/A (File No. 333-165562) filed on April 20, 2010.