

GenMark Diagnostics, Inc.
Form 10-Q/A
March 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

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

For the quarterly period ended September 30, 2012

OR

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)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2053069
(I.R.S. Employer
Identification No.)

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5964 La Place Court, Suite 100,

Carlsbad, California
(Address of principal executive offices)

92008-8829
(Zip code)

Registrant's telephone number, including area code: 760-448-4300

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 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 Accelerated filer
Non-accelerated filer Smaller reporting company

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

The number of outstanding shares of the registrant's common stock on November 2, 2012 was 32,665,444.

EXPLANATORY NOTE

GenMark Diagnostics, Inc. (GenMark or the Company) is filing this amendment to its quarterly report on Form 10-Q, originally filed with the Securities and Exchange Commission (the SEC) on November 8, 2012 (the Form 10-Q), as an exhibit-only filing solely for the purpose of amending Exhibits 10.31, 10.32 and 10.33 filed with the Form 10-Q to reflect changes made to portions of such exhibits. No other information included in the Form 10-Q is amended by this Form 10-Q/A.

Except as described above, this amendment does not reflect events occurring after the filing of the original Form 10-Q and no revisions are being made pursuant to this amendment to the Company s financial statements. Additional disclosure with respect to the material terms of Exhibit 10.31 attached hereto has been included in the Company s Annual Report on Form 10-K filed with the SEC on March 14, 2013.

PART II-OTHER INFORMATION

Item 6. Exhibits

EXHIBIT INDEX

Exhibit	Description
3.1	Certificate of Incorporation (Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-165562) filed with the Commission on March 19, 2010).
3.2	Bylaws (Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-165562) filed with the Commission on March 19, 2010).
10.31*	Development Collaboration and License Agreement, dated July 26, 2012, by and between Advanced Liquid Logic, Inc. and Clinical Micro Sensors, Inc. dba GenMark Diagnostics, Inc.
10.32*	XT-8 Instrument Supply Agreement, dated August 3, 2012, by and between Leica Biosystems Melbourne Pty Ltd and Clinical Micro Sensors, Inc. dba GenMark Diagnostics, Inc.
10.33*	Reagent Rental Agreement, dated September 27, 2012, by and between Clinical Micro Sensors, Inc. dba GenMark Diagnostics, Inc. and Natural Molecular Testing Corporation.
10.34	Separation Agreement and General Release, dated August 21, 2012, by and between Clinical Micro Sensors, Inc. dba GenMark Diagnostics, Inc. and Matthew Cohen.
10.35	Third Amendment to Lease, dated August 28, 2012, by and between The Campus Carlsbad, LLC and Clinical Micro Sensors, Inc. dba GenMark Diagnostics, Inc.
31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

- * GenMark has requested confidential treatment with respect to certain portions of this exhibit.
- ** Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability. Filed with the Securities and Exchange Commission as part of the original Form 10-Q on November 8, 2012.
- # Furnished to the Securities and Exchange Commission as part of the original Form 10-Q on November 8, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENMARK DIAGNOSTICS, INC.

Date: March 22, 2013

/s/ Richard B. Slansky
Richard B. Slansky
Chief Financial Officer

(Principal Financial and Accounting Officer)