

**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)

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

**5964 La Place Court
Carlsbad, California 92008**
(Address, including Zip Code, of Principal Executive Offices)

Amended and Restated 2013 Employee Stock Purchase 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:

**Eric J. Stier, Esq.
Senior Vice President, General Counsel and Secretary
GenMark Diagnostics, Inc.
5964 La Place Court
Carlsbad, California 92008
Telephone: (760) 448-4327
Facsimile: (760) 683-6876**

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,100,000	\$6.97	\$7,667,000	\$955

- (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 Amended and Restated 2013 Employee Stock Purchase Plan (as amended, the "2013 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) 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 May 29, 2018, as reported on the NASDAQ Global Market.

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 on Form S-8 (the "Registration Statement") with the U.S. Securities and Exchange Commission (the "Commission") to register 1,100,000 additional shares of the Company's common stock for issuance under the GenMark Diagnostics, Inc. Amended and Restated 2013 Employee Stock Purchase Plan (the "2013 Plan"). This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on June 14, 2013 (Registration No. 333-189348).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1(1)	Certificate of Incorporation.
4.2(2)	Amended and Restated By-Laws.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
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. Amended and Restated 2013 Employee Stock Purchase 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 3.1 to the Registrant's Current Report on 8-K filed on October 31, 2014.
- (3) Incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed on April 13, 2018.

* * *

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 30th day of May, 2018.

GenMark Diagnostics, Inc.

By: /s/ Hany Massarany
Name: Hany Massarany
Title: 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
<u>/s/ Hany Massarany</u> Hany Massarany	Chief Executive Officer, President and Director (principal executive officer)	May 30, 2018
<u>/s/ Scott Mendel</u> Scott Mendel	Chief Financial Officer (principal financial and accounting officer)	May 30, 2018
<u>/s/ James Fox, Ph.D.</u> James Fox, Ph.D.	Chairman of the Board	May 30, 2018
<u>/s/ Daryl J. Faulkner</u> Daryl J. Faulkner	Director	May 30, 2018
<u>/s/ Kevin C. O'Boyle</u> Kevin C. O'Boyle	Director	May 30, 2018
<u>/s/ Michael S. Kagnoff</u> Michael S. Kagnoff	Director	May 30, 2018
<u>/s/ Lisa M. Giles</u> Lisa M. Giles	Director	May 30, 2018

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133
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F: (858) 677-1401
www.dlapiper.com

May 30, 2018

GenMark Diagnostics, Inc.
5964 La Place Court
Carlsbad, CA 92008

Ladies and Gentlemen:

We have acted as legal counsel for GenMark Diagnostics, Inc., a Delaware corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of an aggregate of 1,100,000 shares of common stock, \$0.0001 par value, of the Company (the “Common Stock”) which may be granted under the GenMark Diagnostics, Inc. 2013 Employee Stock Purchase Plan (as amended, the “2013 Plan”). The shares of Common Stock referred to in the foregoing sentence shall be collectively referred to herein as the “Shares.”

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the 2013 Plan, the Certificate of Incorporation of the Company, and the Amended and Restated By-Laws of the Company as currently in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the 2013 Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of common stock as were approved by the Company’s stockholders for issuance under the 2013 Plan. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the 2013 Plan, as applicable, the number of Shares which are then issuable and deliverable upon the settlement of awards under the 2013 Plan.

We do not express any opinion herein concerning any law other than the laws of the State of California, Delaware General Corporation Law and the federal law of the United States. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Registration Statement and the 2013 Plan, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Employee Stock Purchase Plan of GenMark Diagnostics, Inc. of our reports dated February 27, 2018, with respect to the consolidated financial statements of GenMark Diagnostics, Inc. and the effectiveness of internal control over financial reporting of GenMark Diagnostics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
May 30, 2018