

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 5, 2011**

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**GENMARK DIAGNOSTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34753**  
(Commission  
File Number)

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

**5964 La Place Court, Suite 100**  
**Carlsbad, California**  
(Address of principal executive offices)

**92008**  
(Zip Code)

**760-448-4300**  
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition**

The information in this Item 2.02 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission.

On August 5, 2011, GenMark Diagnostics, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended June 30, 2011 and related information. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated August 5, 2011.

\* Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission.

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**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 hereunto duly authorized.

**GENMARK DIAGNOSTICS, INC.**

**/s/ Paul Ross**

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Paul Ross  
Chief Financial Officer  
(principal financial and  
accounting officer)

Date: August 5, 2011

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 5, 2011.

**GenMark Diagnostics Reports****Second Quarter 2011 Results****Reagent Revenues Grow 104% and Placements Increase by 17 to 119**

CARLSBAD, Calif., August 5, 2011 (BUSINESS WIRE) — **GenMark Diagnostics, Inc. (Nasdaq:GNMK)** today reported financial results for the second quarter ended June 30, 2011.

Revenues for the three months ended June 30, 2011 were \$901,000 and net loss per share was \$0.39 per share compared with \$665,000 and a net loss of \$0.60 per share during the second quarter of 2010. The 35% year-over-year increase in total revenue reflects an increase in the number of systems in the field, growth in the company's test menu and a significant increase in the number of tests sold. Reagent revenues for the second quarter grew 104% year over year to \$825,000 from \$404,000, while instrument and other revenues decreased \$185,000 due mainly to lower partnering contract revenue. The Company placed net 17 analyzers during the quarter.

The gross margin loss of \$393,000 for the three months ended June 30, 2011 as compared to a loss of \$84,000 for the same period in 2010, and a loss of \$743,000 in the first quarter of 2011 was driven by the transfer and expansion of manufacturing operations to the company's new facility in Carlsbad. The gross loss improvement compared with the first quarter of 2011 was primarily due to the now completed closure of duplicative manufacturing facilities in Pasadena. All operations are now consolidated in Carlsbad, CA.

Operating expenses increased \$265,000 to \$5.3 million during the second quarter of 2011, due primarily to increased clinical trial costs and spending for new product development, specifically our Hepatitis C genotyping and Respiratory Viral Panel tests.

The Company ended the second quarter with \$43.5 million in cash compared with \$18.3 million at year-end. The Company raised net proceeds of \$31.7 million through a follow-on equity offering in June 2011 and used \$8.0 million in cash flow from operations during the first six months of 2011 compared with \$9.1 million in the first six months of 2010. The Company intends to use a portion of the offering proceeds to invest more heavily in its sales force, research and development, and other infrastructure improvements during the second half of 2011 compared with spending levels in the first half of the year.

During the first six months of 2011, depreciation and amortization expense was \$622,000; capital expenditures and other investing activities were \$974,000; and the Company drew \$2.0 million on its loan facility.

"The second quarter of 2011 was another strong quarter for GenMark Diagnostics" commented Hany Massarany, GenMark's President and CEO. "During the quarter, we significantly grew revenue, particularly in our core reagents, expanded our installed base,

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as well as advanced key product development programs. Our successful follow-on fundraising will allow us to accelerate product development and commercial activities during the remainder of 2011 and then next year as we look to execute our high growth strategy” Massarany further stated.

#### INVESTOR CONFERENCE CALL

GenMark will hold a conference call to discuss second quarter 2011 results and the outlook for the current year at 9:00AM EST today. The conference call and webcast can be accessed live through the company’s website under the Investor Relations section and will be available for replay through August 25, 2011. To listen to the conference call, please dial (877) 312-5847 (US/Canada) or (253) 237-1154 (International) and use the conference ID number “83859663” approximately five minutes prior to the start time.

#### ABOUT GENMARK

GenMark Diagnostics is a leading provider of automated, multiplex molecular diagnostic testing systems that detect and measure DNA and RNA targets to diagnose disease and optimize patient treatment. GenMark’s eSensor® XT-8 system supports a broad range of molecular diagnostic tests with a compact, easy-to-use workstation and self-contained, disposable test cartridges. GenMark tests that are FDA cleared for IVD use include the Cystic Fibrosis Genotyping Test, Warfarin Sensitivity Test, and Thrombophilia Risk Test. A Respiratory Viral Panel (RVP) is currently undergoing a clinical trial and tests for HCV Genotyping, 2C19, and KRAS are in development. For more information, visit [www.genmarkdx.com](http://www.genmarkdx.com).

#### SAFE HARBOR STATEMENT

This press release includes forward-looking statements regarding events, trends and business prospects, which may affect our future operating results and financial position. Such statements, including, but not limited to, those regarding continued growth in sales of our diagnostic tests, the expansion of our diagnostic test menu, and the continued development of our technology, are all subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks and uncertainties include, but are not limited to, risks related to our history of operating losses, the need for further financing and our ability to access the necessary additional capital for our business, inherent risk and uncertainty in the protection intellectual property rights, regulatory uncertainties regarding approval or clearance for our products, as well as other risks and uncertainties described under the “Risk Factors” in our public filings with the Securities and Exchange Commission. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made.

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SOURCE: GenMark Diagnostics, Inc.

GenMark Diagnostics, Inc.  
Paul Ross  
Chief Financial Officer  
760 - 448 - 4318

GENMARK DIAGNOSTICS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS  
(In thousands, except par value)  
(Unaudited)

	As of June 30, 2011	As of December 31, 2010 (A)
<b>Current assets</b>		
Cash and cash equivalents	\$ 43,517	\$ 18,329
Accounts receivable, net of allowance of \$87 and \$39 at June 30, 2011 and December 31, 2010, respectively	640	678
Inventories, net	1,206	897
Other current assets	495	2,193
<b>Total current assets</b>	<u>45,858</u>	<u>22,097</u>
Property and equipment, net	3,195	2,702
Intangible assets, net	1,403	1,460
Other long-term assets	80	55
<b>Total assets</b>	<u>\$ 50,536</u>	<u>\$ 26,314</u>
<b>Current liabilities</b>		
Accounts payable	\$ 2,866	\$ 823
Accrued compensation	1,288	1,172
Other current liabilities	1,575	1,945
<b>Total current liabilities</b>	<u>5,729</u>	<u>3,940</u>
<b>Long-term liabilities</b>		
Loan payable	2,000	—
Other non-current liabilities	1,083	1,307
<b>Total liabilities</b>	<u>\$ 8,812</u>	<u>\$ 5,247</u>
<b>Stockholders' equity</b>		
Common stock, \$0.0001 par value; 100,000,000 authorized; 20,474,570 and 11,723,512 issued and outstanding as of June 30, 2011 and December 31, 2010, respectively	2	1
Preferred stock, \$0.0001 par value; 5,000,000 authorized, none issued	—	—
Additional paid-in capital	198,951	166,009
Accumulated deficit	(156,715)	(144,493)
Accumulated other comprehensive loss	(514)	(450)
<b>Total stockholders' equity</b>	<u>41,724</u>	<u>21,067</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 50,536</u>	<u>\$ 26,314</u>

(A) Includes adjustment to 12/31/10 balance sheet-see accompanying tables and footnote 1



GENMARK DIAGNOSTICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share data)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010 (B)	2011 (B)	2010 (B)
<b>Product Revenue</b>	\$ 866	\$ 523	\$ 1,559	\$ 907
License and other revenue	35	142	100	168
<b>Total revenue</b>	901	665	1,659	1,075
Cost of sales	1,294	749	2,795	1,189
<b>Gross loss</b>	(393)	(84)	(1,136)	(114)
<b>Operating expenses</b>				
Sales and marketing	1,220	1,285	2,439	2,454
General and administrative	1,810	2,015	3,933	4,195
Research and development	2,292	1,757	4,856	3,226
<b>Total operating expenses</b>	5,322	5,057	11,228	9,875
<b>Loss from operations</b>	(5,715)	(5,141)	(12,364)	(9,989)
<b>Other income</b>				
Other income (expense)	174	—	186	(1)
Interest income (expense)	(27)	4	(21)	9
<b>Total other income</b>	147	4	165	8
<b>Loss before income taxes</b>	(5,568)	(5,137)	(12,199)	(9,981)
Provision for income taxes	(12)	—	(23)	(5)
<b>Net loss</b>	<u>\$ (5,580)</u>	<u>\$ (5,137)</u>	<u>\$ (12,222)</u>	<u>\$ (9,986)</u>
Net loss per share, basic and diluted	\$ (0.39)	\$ (0.60)	\$ (0.93)	\$ (1.28)
Weighted average number of shares outstanding	14,366	8,539	13,076	7,830
<b>Condensed consolidated statements of comprehensive loss three and six months ended June 30, 2011 and 2010</b>				
Net loss	\$ (5,580)	\$ (5,137)	\$ (12,222)	\$ (9,986)
Foreign currency translation adjustment	(64)	—	(64)	(35)
<b>Comprehensive loss</b>	<u>\$ (5,644)</u>	<u>\$ (5,137)</u>	<u>\$ (12,286)</u>	<u>\$ (10,021)</u>

(B) Includes reclassifications between certain cost pools-see accompanying tables and footnote 2

GENMARK DIAGNOSTICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended	
	June 30,	
	2011	2010
Cash flows from operating activities:		
Net loss	\$(12,222)	\$ (9,986)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	622	468
Share-based compensation	1,227	812
Changes in operating assets and liabilities:		
Trade accounts receivable	38	(268)
Inventories	(275)	(128)
Other current assets	1,673	(224)
Accounts payable	1,443	(802)
Accrued compensation	92	455
Accrued and other liabilities	(591)	564
Net cash used in operating activities	<u>(7,993)</u>	<u>(9,109)</u>
Investing activities:		
Payments for intellectual property licenses	(365)	—
Purchases of property and equipment	(609)	(575)
Net cash used in investing activities	<u>(974)</u>	<u>(575)</u>
Financing activities:		
Proceeds from issuance of ordinary shares and common stock	34,532	27,600
Costs incurred in conjunction with public offering	(2,377)	(4,752)
Proceeds from borrowings	2,000	—
Proceeds from stock option exercises	—	4
Net cash provided by financing activities	<u>34,155</u>	<u>22,852</u>
Effect of foreign exchange rate changes	—	(47)
Net increase in cash and cash equivalents	25,188	13,121
Cash and cash equivalents at beginning of period	<u>18,329</u>	<u>16,483</u>
Cash and cash equivalents at end of period	<u>\$ 43,517</u>	<u>\$ 29,604</u>

**GENMARK DIAGNOSTICS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS-See Footnote 1**  
*(In thousands, except par value)*  
**(Unaudited)**

	As Reported December 31, 2010	(1) Adjustment	As Corrected December 31, 2010
<b>Current assets</b>			
Cash and cash equivalents	\$ 18,329	—	\$ 18,329
Accounts receivable, net of allowance of \$87 and \$39 at June 30, 2011 and December 31, 2010, respectively	678	—	678
Inventories, net	897	—	897
Other current assets	2,193	—	2,193
<b>Total current assets</b>	<u>22,097</u>	<u>—</u>	<u>22,097</u>
Property and equipment, net	2,702	—	2,702
Intangible assets, net	71	1,389	1,460
Other long-term assets	55	—	55
<b>Total assets</b>	<u>\$ 24,925</u>	<u>\$ 1,389</u>	<u>\$ 26,314</u>
<b>Current liabilities</b>			
Accounts payable	\$ 823	—	\$ 823
Accrued compensation	1,172	—	1,172
Other current liabilities	1,250	695	1,945
<b>Total current liabilities</b>	<u>3,245</u>	<u>695</u>	<u>3,940</u>
<b>Long-term liabilities</b>			
Loan payable	—	—	0
Other non-current liabilities	613	694	1,226
<b>Total liabilities</b>	<u>\$ 3,858</u>	<u>\$ 1,389</u>	<u>\$ 5,247</u>
<b>Stockholders' equity</b>			
Common stock, \$.0001 par value; 100,000,000 authorized; 20,474,570 and 11,723,512 issued and outstanding as of June 30, 2011 and December 31, 2010, respectively	1	—	1
Preferred stock, \$0.0001 par value; 5,000,000 authorized, none issued			0
Additional paid-in capital	166,009	—	166,009
Accumulated deficit	(144,493)	—	(144,493)
Accumulated other comprehensive loss	(450)	—	(450)
<b>Total stockholders' equity</b>	<u>21,067</u>	<u>0</u>	<u>21,067</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 24,925</u>	<u>\$ 1,389</u>	<u>\$ 26,314</u>

TABLES AND FOOTNOTES

GENMARK DIAGNOSTICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS -See Footnote 2

(In thousands, except per share data)

(Unaudited)

	As Reported		Adjustments	As Corrected	
	Three Months Ended			Three Months	Three Months Ended
	2011	2010	Ended	2011	2010
	June 30,		June 30,	June 30,	
			2010		
<b>Product Revenue</b>	\$ 866	\$ 523	\$ —	\$ 866	\$ 523
License and other revenue	35	128	14	35	142
<b>Total revenue</b>	901	651	14	901	665
Cost of sales	1,294	862	(113)	1,294	749
<b>Gross loss</b>	(393)	(211)	127	(393)	(84)
<b>Operating expenses</b>					
Sales and marketing	1,220	1,204	81	1,220	1,285
General and administrative	1,810	2,002	13	1,810	2,015
Research and development	2,292	1,724	33	2,292	1,757
<b>Total operating expenses</b>	5,322	4,930	127	5,322	5,057
<b>Loss from operations</b>	(5,715)	(5,141)	—	(5,715)	(5,141)
<b>Other income</b>					
Other income (expense)	174	—	—	174	0
Interest income (expense)	(27)	4	—	(27)	4
<b>Total other income</b>	147	4	0	147	4
<b>Loss before income taxes</b>	(5,568)	(5,137)	—	(5,568)	(5,137)
Provision for income taxes	(12)	—	—	(12)	0
<b>Net loss</b>	<u>(\$ 5,580)</u>	<u>(\$ 5,137)</u>	<u>\$ 0</u>	<u>(\$ 5,580)</u>	<u>(\$ 5,137)</u>
Net loss per share, basic and diluted	(\$ 0.39)	(\$ 0.60)		(\$ 0.39)	(\$ 0.60)
Weighted average number of shares outstanding	14,366	8,539		14,366	8,539
<b>Condensed consolidated statements of comprehensive loss three and six months ended June 30, 2011 and 2010</b>					
Net loss	(\$ 5,580)	(\$ 5,137)		(\$ 5,580)	(\$ 5,137)
Foreign currency translation adjustment	(64)	—		(64)	—
<b>Comprehensive loss</b>	<u>(\$ 5,644)</u>	<u>(\$ 5,137)</u>		<u>(\$ 5,644)</u>	<u>(\$ 5,137)</u>

**GENMARK DIAGNOSTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS-See Footnote 2**  
*(In thousands, except per share data)*  
**(Unaudited)**

	As Reported		Adjustments (2)		As Corrected	
	Six Months Ended June 30,		Six Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010	2011	2010
<b>Product Revenue</b>	\$ 1,559	\$ 907	\$ —	\$ —	\$ 1,559	\$ 907
License and other revenue	106	143	(6)	25	100	168
<b>Total revenue</b>	<u>1,665</u>	<u>1,050</u>	<u>(6)</u>	<u>25</u>	<u>1,659</u>	<u>1,075</u>
Cost of sales	2,937	1,430	(142)	(241)	2,795	1,189
	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>Gross loss</b>	<u>(1,272)</u>	<u>(380)</u>	<u>136</u>	<u>266</u>	<u>(1,136)</u>	<u>(114)</u>
<b>Operating expenses</b>						
Sales and marketing	2,350	2,262	89	192	2,439	2,454
General and administrative	3,921	4,169	12	26	3,933	4,195
Research and development	4,821	3,178	35	48	4,856	3,226
<b>Total operating expenses</b>	<u>11,092</u>	<u>9,609</u>	<u>136</u>	<u>266</u>	<u>11,228</u>	<u>9,875</u>
<b>Loss from operations</b>	<u>(12,364)</u>	<u>(9,989)</u>	<u>0</u>	<u>0</u>	<u>(12,364)</u>	<u>(9,989)</u>
<b>Other income</b>						
Other income (expense)	186	(1)	—	—	186	(1)
Interest income (expense)	(21)	9	—	—	(21)	9
<b>Total other income</b>	<u>165</u>	<u>8</u>	<u>0</u>	<u>0</u>	<u>165</u>	<u>8</u>
<b>Loss before income taxes</b>	<u>(12,199)</u>	<u>(9,981)</u>	<u>—</u>	<u>—</u>	<u>(12,199)</u>	<u>(9,981)</u>
Provision for income taxes	(23)	(5)	—	—	(23)	(5)
<b>Net loss</b>	<u>(\$ 12,222)</u>	<u>(\$ 9,986)</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>(\$ 12,222)</u>	<u>(\$ 9,986)</u>
Net loss per share, basic and diluted	(\$ 0.93)	(\$ 1.28)	\$ 0.00	\$ 0.00	(\$ 0.93)	(\$ 1.28)
Weighted average number of shares outstanding	13,076	7,830	13,076	7,830	13,076	7,830
<b>Condensed consolidated statements of comprehensive loss three and six months ended June 30, 2011 and 2010</b>						
Net loss	(\$ 12,222)	(\$ 9,986)	\$ 0	\$ 0	(\$ 12,222)	(\$ 9,986)
Foreign currency translation adjustment	(64)	(35)	(64)	(35)	(64)	(35)
<b>Comprehensive loss</b>	<u>(\$ 12,286)</u>	<u>(\$10,021)</u>	<u>(\$ 64)</u>	<u>(\$ 35)</u>	<u>(\$ 12,286)</u>	<u>(\$10,021)</u>

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- (1) Subsequent to the issuance of the 2010 audited financial statements, the Company concluded that a contract for the purchase of certain intellectual property rights should have been recorded as both an asset and a liability in the financial statements for the periods ended December 31, 2010 and March 31, 2011. The Company has recorded this contract which results in an increase of Intangible Assets and corresponding increase in current and long-term liabilities of \$1,389,000 for the year ended December 31, 2010.
  - (2) Subsequent to the issuance of the 2010 audited financial statements, the Company further concluded that certain expenses were classified incorrectly in its Consolidated Statements of Operations for the periods presented herein, with no net impact to operating income, net income, statements of cash flows or balance sheets. The Company has corrected these immaterial misstatements. These corrections result in reductions to cost of goods sold of \$113,000 and \$241,000 in the quarter and six-month period ended June 30, 2010 and \$142,000 in the six-month period ended June 30, 2011 and corresponding increases to sales and marketing and research and development expenses.