

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

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

GENMARK DIAGNOSTICS, INC.
(Name of Subject Company)

GERONIMO ACQUISITION CORP.

A wholly owned subsidiary of
ROCHE HOLDINGS, INC.
(Names of Filing Persons – Offeror)

Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

372309104
(CUSIP Number of Class of Securities)

Bruce Resnick
Roche Holdings, Inc.
1 DNA, MS #24,
South San Francisco, CA 94080
Telephone: (650) 225-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Sharon R. Flanagan
John H. Butler
Sidley Austin LLP
555 California Street
San Francisco, California 94104
Telephone: (415) 772-1200

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,831,626,346	\$199,830

* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Transaction Value was calculated by adding (i) the product of (A) 73,596,658 outstanding shares (“Shares”) of common stock of GenMark Diagnostics, Inc. (“GenMark”), and (B) \$24.05 (the “Offer Price”); (ii) the product of (A) 693,995 Shares subject to issuance pursuant to outstanding GenMark stock options and (B) \$12.71, which is the difference between the \$24.05 per share tender offer price and \$11.34, the average weighted exercise price of such options (all of which are “in-the-money”); (iii) the product of (A) outstanding restricted stock units in respect of 3,439,519 Shares subject to such restricted stock units (with any applicable performance conditions deemed to be achieved at maximum performance) and (B) the Offer Price; and (iv) the product of (A) 52,009 Shares which are estimated to be subject to outstanding purchase rights under the Company’s employee stock purchase price and (B) the Offer Price. The foregoing figures have been provided by GenMark to the offerors as of March 19, 2021, the most recent practicable date.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2021, issued August 26, 2020, by multiplying the transaction valuation by 0.0001091.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$199,830
Form or Registration No.: Schedule TO

Filing Party: Roche Holdings, Inc.
Date Filed: March 25, 2021

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-
-

This Amendment No. 3 (“**Amendment No. 3**”) to the Tender Offer Statement on Schedule TO (as previously amended, together with any subsequent amendments thereto and together with the exhibits thereto, the “**Schedule TO**”) amends and supplements the statement originally filed on March 25, 2021 by Roche Holdings, Inc., a Delaware corporation (“**Parent**”), and Geronimo Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent (“**Purchaser**”). This Amendment No. 3 and the Schedule TO relate to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.0001 per share (the “**Shares**”), of GenMark Diagnostics, Inc., a Delaware corporation (“**GenMark**”), at a purchase price of \$24.05 per Share, net to the seller in cash, without interest and subject to deduction for any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 25, 2021 (as amended or supplemented from time to time, the “**Offer to Purchase**”), and in the related Letter of Transmittal (the “**Letter of Transmittal**,” which, together with any amendments or supplements thereto from time to time, constitutes the “**Offer**”). The expiration date of the Offer was at 12:00 midnight, Eastern Time, at the end of the day on Wednesday, April 21, 2021.

Capitalized terms used, but not otherwise defined, in this Amendment No. 3 shall have the meanings ascribed to them in the Offer to Purchase. Except as set forth below, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment No. 3.

Items 1 through 9, and Item 11.

Items 1 through 9 and 11 of the Schedule TO are hereby amended and supplemented as follows:

The following is hereby added as a new section at the end of the Offer to Purchase:

“19. Expiration of the Offer

The Offer and withdrawal rights expired at 12:00 midnight, Eastern Time, at the end of the day on April 21, 2021 (such date and time, the “**Expiration Time**”). Citibank, N.A. (the “**Depository**”) has advised that, as of the Expiration Time, 61,201,761 Shares had been validly tendered (excluding all Shares delivered pursuant to guaranteed delivery instructions for which certificates have not yet been delivered) and not properly withdrawn pursuant to the Offer, representing approximately 82.89% of the Shares outstanding at the time of the expiration of the Offer. In addition, Notices of Guaranteed Delivery had been delivered for 2,564,732 Shares, representing approximately 3.47% of the Shares outstanding at the time of the expiration of the Offer. The number of Shares validly tendered (excluding all Shares delivered pursuant to guaranteed delivery instructions for which certificates have not yet been delivered) and not properly withdrawn pursuant to the Offer satisfies the Minimum Condition.

All conditions to the Offer having been satisfied or waived, on April 22, 2021, Purchaser accepted for payment all Shares validly tendered and not properly withdrawn prior to the Expiration Time, and payment of the Offer Price for such Shares will be made promptly.

Following expiration of the Offer and acceptance for payment of the Shares, Parent completed its acquisition of GenMark by consummating the Merger pursuant to the terms of the Merger Agreement and without a meeting of stockholders of GenMark in accordance with Section 251(h) of the DGCL. At the Effective Time, Purchaser was merged with and into GenMark, with GenMark continuing as the Surviving Corporation and a wholly owned subsidiary of Parent, and each Share that was issued and outstanding immediately prior to the Effective Time (other than Shares held by GenMark or any of its subsidiaries, Parent, Purchaser, any other subsidiary of Parent, or any stockholders who have properly exercised their appraisal rights under Section 262 of the DGCL) was cancelled and converted into the right to receive an amount in cash equal to the Offer Price, net to the seller in cash, without interest and less any required withholding taxes. The Shares will no longer be listed on the Nasdaq Global Market.

On April 22, 2021, the Company and Roche Holding Ltd, the ultimate parent company of Parent, issued a joint media release relating to the expiration of the Offer and the anticipated consummation of the Merger. The joint media release is attached as Exhibit (a)(5)(xiv) hereto, and is incorporated herein by reference.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto:

Exhibit No.	Description
(a)(5)(xiv)	Joint Media Release issued by Roche and GenMark on April 22, 2021.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 22, 2021

GERONIMO ACQUISITION CORP.

By: /s/ Bruce Resnick

Name: Bruce Resnick

Title: Vice President, Treasurer and Assistant
Secretary

ROCHE HOLDINGS, INC.

By: /s/ Bruce Resnick

Name: Bruce Resnick

Title: Vice President

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)†	Offer to Purchase, dated as of March 25, 2021.
(a)(1)(ii)†	Letter of Transmittal (including IRS Form W-9).
(a)(1)(iii)†	Notice of Guaranteed Delivery.
(a)(1)(iv)†	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)†	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(vi)†	Summary Advertisement as published in the <i>Wall Street Journal</i> on March 25, 2021.
(a)(5)(i)†	Joint Media Release issued by Roche and GenMark on March 15, 2021 (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on March 15, 2021).
(a)(5)(ii)†	Q&A Acquisition of GenMark Diagnostics, Inc. dated March 15, 2021 (incorporated by reference to Exhibit 99.2 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on March 15, 2021).
(a)(5)(iii)†	Social media content by F. Hoffmann-La Roche Ltd on www.twitter.com (incorporated by reference to Exhibit 99.2 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on March 15, 2021).
(a)(5)(iv)†	Social media content by Roche Diagnostics on www.twitter.com (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on March 17, 2021).
(a)(5)(v)†	Social media content by F. Hoffmann-La Roche Ltd on www.twitter.com (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on March 18, 2021).
(a)(5)(vi)†	Complaint filed by Ernest Mancini, on March 29, 2021, in the United States District Court, District of Delaware.
(a)(5)(vii)†	Complaint filed by Shiva Stein, on March 26, 2021, in the United States District Court, District of Delaware.
(a)(5)(viii)†	Complaint filed by Dennis Evangelista, on March 31, 2021, in the United States District Court, District of Southern California.
(a)(5)(ix)†	Complaint filed by Bryan Anderson, on April 2, 2021, in the United States District Court, District of Southern California.
(a)(5)(x)†	Complaint filed by Anthony Franchi, on April 5, 2021, in the United States District Court, District of Delaware.
(a)(5)(xi)†	Complaint filed by Rick Turpin, on April 5, 2021, in the United States District Court, Eastern District of New York.
(a)(5)(xii)†	Complaint filed by Allan Wanamaker, on April 6, 2021, in the United States District Court, Southern District of New York.
(a)(5)(xiii)†	Complaint filed by Alex Ciccotelli, on April 6, 2021, in the United States District Court, Eastern District of Pennsylvania.
(a)(5)(xiv)*	Joint Media Release issued by Roche and GenMark on April 22, 2021.

-
- (b) Not applicable.
- (d)(1)† Agreement and Plan of Merger, dated as of March 12, 2021, among Roche Holdings, Inc., Geronimo Acquisition Corp. and GenMark Diagnostics, Inc. (incorporated by reference to Exhibit 2.1 of the GenMark Diagnostics, Inc. Current Report on Form 8-K (File No. 001-34753) filed with the Commission on March 15, 2021).
- (d)(2)† Confidentiality Agreement, dated as of February 19, 2020, as amended as of February 1, 2021, between Roche Holdings, Inc. and GenMark Diagnostics, Inc.
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith

† Previously filed.

Media Release



Roche purchases shares in tender offer for GenMark Diagnostics, Inc.

Basel, 22 April 2021 - Roche (SIX: RO, ROG; OTCQX: RHHBY) and GenMark Diagnostics, Inc. today announced that Roche's wholly owned subsidiary Geronimo Acquisition Corp. has accepted for payment all shares validly tendered and not validly withdrawn pursuant to its tender offer for all outstanding shares of common stock of GenMark Diagnostics, Inc. (NASDAQ: GNMK) at a price of USD 24.05 per share in cash. The tender offer expired at 12:00 midnight, Eastern Time, at the end of the day on 21 April 2021 and was not extended.

Roche has been advised by Citibank, N.A., the depositary for the tender offer, that a total of approximately 61,201,761 shares of GenMark's common stock were validly tendered and not validly withdrawn in the tender offer (excluding shares tendered by notice of guaranteed delivery for which certificates have not yet been "received"), which represent approximately 82.89% of the total number of shares of GenMark's common stock outstanding.

Later today, Roche intends to complete the acquisition of GenMark through a merger of Geronimo Acquisition Corp. with and into GenMark without a vote or meeting of GenMark's stockholders. In the merger, all shares of GenMark not owned by GenMark, Roche or Roche's wholly owned subsidiaries (other than shares as to which appraisal rights have been validly exercised under Delaware law) will be converted into the right to receive the same cash consideration per share, less any applicable withholding taxes, as was paid in the tender offer. Following completion of the merger, GenMark will become a wholly owned subsidiary of Roche, and GenMark's shares will cease to be traded on the NASDAQ Stock Market.

"We are excited about this important milestone, as this acquisition will support our long-lasting commitment to help control antibiotic resistance and infectious diseases, which are a leading cause of death globally," said Thomas Schinecker, CEO Roche Diagnostics. "The addition of GenMark Diagnostics' proprietary multiplex technology, which is designed to detect multiple pathogens from a single patient sample, will broaden our best-in-class molecular diagnostics portfolio to help make lifesaving information available to healthcare providers quickly to improve patient outcomes."

About GenMark Diagnostics

GenMark Diagnostics is a leading provider of multiplex molecular diagnostic solutions designed to enhance patient care, improve key quality metrics and reduce the total cost-of-care. Utilizing GenMark's proprietary eSensor® detection technology, GenMark's eSensor XT-8® and ePlex® systems are designed to support a broad range of molecular diagnostic sample-to-answer tests with compact, easy-to-use workstations and self-contained, disposable test cartridges. GenMark's ePlex: The True Sample-to-Answer Solution™ is designed to optimize laboratory efficiency and address a broad range of infectious disease testing needs, including respiratory, bloodstream and gastrointestinal infections.

About Roche

Roche is a global pioneer in pharmaceuticals and diagnostics focused on advancing science to improve people's lives. The combined strengths of pharmaceuticals and diagnostics under one roof have made Roche the leader in personalised healthcare – a strategy that aims to fit the right treatment to each patient in the best way possible.

Roche is the world's largest biotech company, with truly differentiated medicines in oncology, immunology, infectious diseases, ophthalmology and diseases of the central nervous system. Roche is also the world leader in in vitro diagnostics and tissue-based cancer diagnostics, and a frontrunner in diabetes management.

Founded in 1896, Roche continues to search for better ways to prevent, diagnose and treat diseases and make a sustainable contribution to society. The company also aims to improve patient access to medical innovations by working with all relevant stakeholders. More than thirty medicines developed by Roche are included in the World Health Organization Model Lists of Essential Medicines, among them life-saving antibiotics, antimalarials and cancer medicines. Moreover, for the twelfth consecutive year, Roche has been recognised as one of the most sustainable companies in the Pharmaceuticals Industry by the Dow Jones Sustainability Indices (DJSI).

The Roche Group, headquartered in Basel, Switzerland, is active in over 100 countries and in 2020 employed more than 100,000 people worldwide. In 2020, Roche invested CHF 12.2 billion in R&D and posted sales of CHF 58.3 billion. Genentech, in the United States, is a wholly owned member of the Roche Group. Roche is the majority shareholder in Chugai Pharmaceutical, Japan. For more information, please visit www.roche.com.

All trademarks used or mentioned in this release are protected by law.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements about GenMark Diagnostics as that term is defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Some of the statements contained in this announcement are forward-looking statements, including statements regarding, among other things, the expected effects of the transaction, all of which involve a number of risks and uncertainties, including the possibility that the Merger will not be completed and other risks and uncertainties discussed in GenMark Diagnostics' public filings with the United States Securities and Exchange Commission (the "SEC"), including the "Risk Factors" section of GenMark Diagnostics' Annual Report on Form 10-K for the year ended December 31, 2020, as well as the Tender Offer Documents filed by Roche and its wholly owned subsidiary, Geronimo Acquisition Corp., and the Solicitation/Recommendation Statement filed by GenMark Diagnostics. These statements are based on current expectations, assumptions, estimates and projections, and involved known and unknown risks, uncertainties and other factors that may cause results, levels of activity, performance or achievements to be materially different from any future statements. These statements are generally identified by words or phrases such as "believe", "anticipate", "expect", "intend", "plan", "will", "may", "should", "estimate", "predict", "potential", "continue" or the negative of such terms or other similar expressions. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results and the timing of events may differ materially from the results and/or timing discussed in the forward-looking statements, and you should not place undue reliance on these statements. Roche, Geronimo Acquisition Corp. and GenMark Diagnostics disclaim any intent or obligation to update any forward-looking statements as a result of developments occurring after the period covered by this report or otherwise.

Roche Group Media Relations

Phone: +41 61 688 8888 / e-mail: media.relations@roche.com

Dr. Nicolas Dunant

Patrick Barth

Dr. Daniel Grotzky

Karsten Kleine

Nina Mähltitz

Nathalie Meetz

Dr. Barbara von Schnurbein

Roche Investor Relations

Dr. Karl Mahler

Jon Kaspar Bayard

Dr. Sabine Borngräber

Dr. Bruno Eschli

Dr. Birgit Masjost

Dr. Gerard Tobin

Investor Relations North America

Loren Kalm

Dr. Lisa Tuomi