

**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**

GenMark Diagnostics, Inc.
(Name of Subject Company (Issuer))

Geronimo Acquisition Corp.
(Offeror)

A wholly owned subsidiary of

Roche Holdings, Inc.
(Parent of 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 Way, MS #24,
South San Francisco, CA 94080
Telephone: (650) 225-1000

(Name, Address and Telephone Numbers 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, Suite 2000
San Francisco, California 94104
Telephone: (415) 772-1200

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
N/A	N/A

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 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: None
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

- 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).
-
-

Item 12. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Social media content by Roche Diagnostics on www.twitter.com

The following was posted by Roche Diagnostics on Twitter at <https://twitter.com/RocheDia/status/1371905127880093696> on March 16, 2021.

 **Roche Diagnostics** ✓
@RocheDia

Acquiring GenMark Diagnostics will broaden our molecular diagnostics portfolio to include solutions that can provide lifesaving information quickly to patients and their [#healthcare](#) providers in the fight against [#InfectiousDiseases](#).

 **Roche** ✓ @Roche · Mar 15

#Media - We are pleased to announce that we have signed a definitive merger agreement with @GenMarkDX to broaden our molecular diagnostics portfolio. For important information read the announcement. bit.ly/38EJdgc \$ROG \$RHHBY bit.ly/38Gb5Ap

Media Release



3:24 PM · Mar 16, 2021 · Twitter Web App

1 Like

   

Cautionary statement regarding forward-looking statements

Some of the statements contained in this communication are forward-looking statements, including statements regarding, among other things, the expected consummation and effects of the transaction, including the timing thereof, all of which involve a number of risks and uncertainties, including, the satisfaction of closing conditions for the transaction, such as regulatory approval and the tender of a majority of the outstanding shares of common stock of GenMark, the possibility that the transaction will not be completed, and other risks and uncertainties discussed in GenMark public filings with the United States Securities and Exchange Commission (the "SEC"), including the "Risk Factors" section of GenMark's Annual Report on Form 10-K for the year ended December 31, 2020 and subsequent Quarterly Reports on Form 10-Q, as well as the tender offer documents to be filed by Roche Holdings, Inc. ("Roche") and its acquisition subsidiary and the solicitation/recommendation statement to be filed by GenMark. These statements are based on current expectations, assumptions, estimates and projections, and involve 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 and GenMark disclaim any intent or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

Important additional information and where to find it

The tender offer for the outstanding common stock of GenMark has not been commenced. This communication is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell GenMark common stock. The solicitation and offer to buy GenMark common stock will only be made pursuant to an offer to purchase and related materials. At the time the offer is commenced, Roche and its acquisition subsidiary, will file a Tender Offer Statement on Schedule TO with the SEC and thereafter, GenMark will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the offer. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) CAREFULLY WHEN THEY BECOME AVAILABLE SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER. The Tender Offer Statement, Solicitation/Recommendation Statement and related materials will be filed with the SEC, and investors and security holders may obtain a free copy of these materials (when available) and other documents filed by Roche and GenMark with the SEC at the website maintained by the SEC at www.sec.gov. Investors and security holders may also obtain free copies of the Solicitation/Recommendation Statement and other documents filed with the SEC by GenMark at www.genmarkdx.com.