

GenMark Diagnostics, Inc.
 Form 4
 January 20, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Williams Jennifer Anne

(Last) (First) (Middle)
 5964 LA PLACE COURT
 (Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GenMark Diagnostics, Inc. [GNMK]

3. Date of Earliest Transaction (Month/Day/Year)
 01/19/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/19/2017		M	5,240	A \$ 0	153,737	D
Common Stock	01/19/2017		M	17,826 ⁽¹⁾	A \$ 0	171,563	D
Common Stock	01/19/2017		S ⁽²⁾	9,301	D \$ 12.47	162,262	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Derivative Security (Instr. 3 and 4)
Market Stock Units	\$ 0	01/19/2017		M	5,240 (3)	(4) (4)	Common Stock	5,240 (3)
Market Stock Units	\$ 0	01/19/2017		M	9,159 (3)	(5) (5)	Common Stock	9,159 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Jennifer Anne 5964 LA PLACE COURT CARLSBAD, CA 92008			SVP, Human Resources	

Signatures

/s/ Eric Stier,
Attorney-in-fact

01/20/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Based on actual achievement for the one-year performance period, the recipient was issued 194.6% of the market stock units ("MSUs") which vested as of December 31, 2016.
- (2) The shares were sold pursuant to pre-established trading instructions solely to satisfy tax withholding obligations in connection with the partial vesting of previously granted MSUs.
- (3) Each MSU represents the contingent right to receive, following vesting, between 0% and 200% of one share of the Issuer's common stock, subject to the level of achievement of applicable performance conditions. The resulting number of shares acquired upon vesting of the MSUs, if any, is based on the Issuer's total shareholder return for each performance period as compared to the Nasdaq Composite Index.

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(4) The MSUs vest in three equal installments, on each of December 31, 2015, December 31, 2016, and December 31, 2017; provided that, at the end of the second and third annual performance periods, the Reporting Person is eligible to receive any shares that were not earned in the first and second annual performance periods to the extent that the Issuer's two-year or three-year total shareholder return, as applicable, exceeds the prior performance results as compared to the Nasdaq Composite Index.

(5) The MSUs vest in three equal installments, on each of December 31, 2016, December 31, 2017, and December 31, 2018; provided that, at the end of the second and third annual performance periods, the Reporting Person is eligible to receive any shares that were not earned in the first and second annual performance periods to the extent that the Issuer's two-year or three-year total shareholder return, as applicable, exceeds the prior performance results as compared to the Nasdaq Composite Index

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.