

GenMark Diagnostics, Inc.  
Form 8-K  
May 31, 2016

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 26, 2016

GENMARK DIAGNOSTICS, INC.  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34753

Delaware	27-2053069
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

5964 La Place Court  
Carlsbad, California  
(Address of principal executive offices, including zip code)

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

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

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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

GenMark Diagnostics, Inc. (“GenMark”) held its 2016 Annual Meeting of Stockholders on May 26, 2016 (the “Annual Meeting”), at which a total of 40,201,668 shares of GenMark common stock, or approximately 94% of the shares entitled to vote, were represented in person or by valid proxies. A description of each matter voted upon at the Annual Meeting is described in detail in GenMark’s definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2016. Set forth below are final voting results for the three proposals that were subject to a vote of GenMark’s stockholders at the Annual Meeting.

1. For the proposal to elect two nominees for director to serve a three-year term expiring at GenMark’s 2019 Annual Meeting of Stockholders, the voting results were as follows:

Name of Directors Elected	For	Withhold	Broker Non-Votes
Lisa M. Giles	35,390,074	265,635	4,545,959
Michael S. Kagnoff	27,747,173	7,908,536	4,545,959

The following individuals are continuing directors with terms expiring at GenMark’s 2017 Annual Meeting of Stockholders: Daryl J. Faulkner and James Fox, Ph.D.

The following individuals are continuing directors with terms expiring at GenMark’s 2018 Annual Meeting of Stockholders: Hany Massarany and Kevin C. O’Boyle.

2. For the proposal to ratify Ernst & Young LLP as GenMark’s independent registered public accounting firm for the fiscal year ending December 31, 2016, the voting results were as follows:

For	Against	Abstain
40,179,188	9,979	12,501

3. For the proposal to approve, on an advisory basis, the compensation of GenMark’s named executive officers, the voting results were as follows:

For	Against	Abstain	Broker Non-Votes
28,474,453	7,013,170	168,086	4,545,959

No other matters were presented for stockholder approval at the Annual Meeting.

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.

Date: May 31, 2016

GENMARK DIAGNOSTICS, INC.

/s/ Eric Stier

Eric Stier

Senior Vice President, General Counsel and Secretary