

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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): July 14, 2015**

**OpGen, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**001-37367  
(Commission  
File Number)**

**06-1614015  
(I.R.S. Employer  
Identification No.)**

**708 Quince Orchard Road, Suite 160  
Gaithersburg, MD 20878  
(Address of principal executive offices, including zip code)**

**(240) 813-1260  
(Registrant's telephone number, including area code)**

**Not Applicable  
(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective July 14, 2015, the Board of Directors (the "Board") of Opgen, Inc. (the "Company") elected David M. Rubin, Ph.D. to the Board.

Dr. Rubin currently is a managing director at Merck Global Health Innovation, LLC ("Merck GHI"), where he is responsible for identifying investment opportunities in emerging health care solutions and services, with a particular emphasis on solutions for personalized medicine and point of care diagnostics. Prior to joining Merck GHI, Dr. Rubin managed Merck's efforts in MRL Oncology, including the development of franchise strategies and portfolio valuation. Dr. Rubin joined Merck in 2007 from Cognia Corporation, where he was the president and chief executive officer. Previously, Dr. Rubin was at The Wilkerson Group/IBM Global Services. In addition, Dr. Rubin previously founded and ran a venture backed research and development software and content products company. Dr. Rubin was a National Institute of Health and American Cancer Society post-doctoral fellow at Harvard Medical School where he worked on the Ubiquitin Proteasome Pathway. Dr. Rubin also received training in post-graduate business at Harvard University. Dr. Rubin holds a Ph.D. from Temple University in Molecular Biology and a B.A. from SUNY Binghamton in Biology.

As described below under Item 8.01, Dr. Rubin was elected to the Board in connection with a financing transaction. Dr. Rubin has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

The Company entered into an Indemnification Agreement with Dr. Rubin in connection with his service as a director substantially similar to the Company's standard form of Indemnification Agreement with its directors.

**Item 7.01 Regulation FD Disclosure.**

The Company is holding an investor call on July 14, 2015 at 10:00 a.m. The script of the conference call is furnished as Exhibit 99.1 to this Form 8-K.

**Item 8.01 Other Events**

On July 14, 2015, the Company consummated an Agreement and Plan of Merger under which it acquired AdvanDx, Inc., a Delaware corporation. The press release announcing the closing of the merger is filed as Exhibit 99.2 to this Form 8-K and incorporated herein by reference.

On July 14, 2015, the Company announced the closing of a \$6 million investment by Merck GHI. In connection with this financing, Dr. Rubin was elected to the Company's Board of Directors. The disclosure provided under Item 5.02 of this Form 8-K is incorporated into this Item 8.01. A copy of the press release announcing the closing of the investment is filed as Exhibit 99.3 to this Form 8-K and incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.   Document

- |      |   |
|------|---|
| 10.1 | Form of OpGen, Inc. Indemnification Agreement between the Company and each of its directors and officers (incorporated by reference to Exhibit 10.2 of the Registrant's Form S-1, File No. 333-202478, filed on March 3, 2015). |
| 99.1 | Script of conference call of the Company held on July 14, 2015, furnished under Item 7.01 of this Form 8-K.   |
| 99.2 | Press Release, issued by OpGen, Inc. July 14, 2015, announcing the AdvanDx, Inc. acquisition by merger.   |
| 99.3 | Press Release, issued by OpGen, Inc. July 14, 2015, announcing the Merck GHI investment.  |
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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, thereunto duly authorized.

**OpGen, Inc.**

By: /s/ Timothy C. Dec

Name: Timothy C. Dec

Title: Chief Financial Officer

Date: July 14, 2015

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
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**OPGEN, INC.**  
**ADVANDX CONFERENCE CALL**  
*Tuesday, July 14, 2015*  
*10:00 a.m. Eastern Time*

<b>Kim Golodetz</b>
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This is Kim Golodetz with LHA. Thank you all for participating in today's call. Joining me from OpGen, Inc. are:

- Evan Jones, Chief Executive Officer; and
- Tim Dec, Chief Financial Officer

Earlier this morning OpGen announced a merger with AdvanDx and a \$6 million financing. If you have not received these news releases or if you would like to be added to the company's distribution list, please call LHA in New York at 212-838-3777 and speak with Carolyn Curran.

Before we begin I would like to caution that comments made during this conference call by management will contain forward-looking statements regarding the operations and future results of OpGen, Inc. I encourage you to review the Company's filings with the Securities and Exchange Commission including, without limitation, the Company's Forms S-1 and 10-Q, which identify specific factors that may cause actual results or events to differ materially from those described in the forward-looking statements.

Factors that may affect the Company's results include, but are not limited to, the successful integration of AdvanDx, the rate of adoption of its products and services by hospitals, the success of its commercialization efforts, the successful completion of its new product development efforts, the effect on its business of existing and new regulatory requirements, and other economic and competitive factors.

Also, the content of this conference call contains time-sensitive information that is accurate only as of the date of the live call – today, July 14, 2015. The Company undertakes no obligation to revise or update any statements to reflect events or circumstances after the date of this conference call.

With that said, I would like to turn the call over to Evan Jones. Evan?

<b>Evan Jones</b>
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Good morning.

Thank you for joining our conference call. This is an exciting time for OpGen as we build the company following our recent IPO and now announce the acquisition of AdvanDx and the investment in OpGen by the Merck Global Health Innovation Fund or Merck GHI. This morning I would like to review several of the key aspects of today's transactions, provide background about AdvanDx and their products and discuss our vision for the new, strengthened OpGen.

AdvanDx was founded in 2002 and is a market leader in molecular testing of blood cultures. The company's QuickFISH™ products are FDA approved and provide 20 minute identification and differentiation of Gram-negative species and other blood pathogens. AdvanDx had gross revenue of approximately \$4.8 million in 2014, based on its unaudited financial statements. The company's products have gross margin in excess of 70% and are highly proprietary. AdvanDx had operating losses of approximately \$10 million in 2014 reflecting R&D investments in new products of approximately \$3.5 million, investment in company operations, and several one-time charges. Primary operations are in Woburn, Mass where the QuickFISH 510(k) FDA approved and CE marked products are manufactured.

The transaction increases the scale and reach of OpGen in the US hospital market. AdvanDx has approximately 75 active US hospital customers and the potential for global sales through third party distributor channels. The OpGen sales and marketing organization is strengthened through the transaction. The combined organization will be approximately 12 professionals with eight in sales capacities. The new organization will sell the AdvanDx rapid on-site FISH tests, OpGen Acuitas® MDRO Gene Tests, and the Acuitas Lighthouse MDRO Management System.

The AdvanDx acquisition brings a team of R&D scientists with a proven track record in developing high value FDA approved molecular diagnostic test kits. With the new products under development at OpGen and AdvanDx we believe OpGen will be well positioned for future growth. On Monday we announced a strategic agreement with Fluidigm, Inc. to further strengthen our diagnostic platform capabilities. With our expanded capabilities we plan to develop multi-drug resistance testing kits and custom analytic instruments for identification, screening, and surveillance testing of multi-drug resistance organism (MDRO) genes of pathogens, such as bacteria, fungi and viruses.



We are proud to announce the \$6 million investment by Merck GHI. Under the agreement Merck GHI purchased 1,136,364 shares of OpGen common stock at a price of \$4.40 per share for an aggregate purchase price of \$5 million, and a \$1 million senior secured promissory note with 8% interest maturing in July 2017. OpGen has agreed to file a registration statement with the Securities and Exchange Commission covering the resale of the shares of common stock sold in the private placement. In conjunction with the transaction David Rubin, Managing Director, Merck GHI joined the OpGen Board of Directors.

Merck GHI is evolving corporate healthcare venture capital globally by utilizing their healthcare ecosystem strategy. Merck GHI provides growth capital to emerging healthcare technology companies worldwide while leveraging the vast R&D-based, global resources of Merck. With a vision that data will be the currency in healthcare, Merck GHI invests broadly in digital health. Merck GHI invests in platform companies with proven technologies or business models where Merck's expertise and perspectives can accelerate revenue growth and enhance value creation.

There are numerous benefits to OpGen of the AdvanDx acquisition. We gain a family of proprietary, high margin FDA approved products, a customer base of well-respected hospital accounts in the US, an expanded sales force and a team of approximately 20 professionals dedicated to combating drug-resistant infections with rapid diagnostics. Looking forward we remain committed to building a world-class molecular information company. Through this acquisition we have strengthened our capabilities and resolve to transform infectious disease management through innovation in molecular diagnostics, information technology and microbiology.

We look forward to sharing more about AdvanDx and our plans for the future in the question and answer session and in the coming weeks and months.

I now turn the call back to the operator for the question and answer session.

**Operator**

*Operator gives instructions for queuing up...*

*[There are no further questions. Please proceed with your closing remarks.]*

**Evan Jones**

I would like to thank all of you for participating in today's conference call. We look forward to updating you on our next conference call in August.

Have a good day.

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## **OpGen to Acquire AdvanDx, Inc.**

*-Gains Rapid Molecular Diagnostic Tests and Additional Sales Channels-*

*-Conference call to begin at 10:00 a.m. Eastern time today-*

**GAITHERSBURG, Md., (July 14, 2015) -- OpGen, Inc. (Nasdaq:OPGN)**, has agreed to acquire AdvanDx, Inc., a Woburn, Mass. developer of advanced molecular diagnostic products. The acquisition will be accounted for as a merger combination. The consummation of the merger provides OpGen with a family of FDA approved and CE marked rapid molecular tests for use with the company's Acuitas® MDRO Gene tests and bioinformatics for multi-drug resistant organisms.

AdvanDx is a market leader in molecular testing of blood cultures. Its QuickFISH™ products are FDA approved and provide 20 minute identification and differentiation of Gram-negative species and other blood pathogens. AdvanDx had gross revenue of approximately \$4.8 million in 2014 (based on unaudited financial statements) and has approximately 20 employees. Its facilities are located in Woburn, Mass. and Vedbaek, Denmark.

"The acquisition of AdvanDx strengthens OpGen's portfolio of rapid molecular tests for combating drug resistant infections, while providing additional avenues to sell our Acuitas tests," said Evan Jones, Chairman & CEO. "Combination of the two companies will expand our revenue and customer base and provide rapid testing capabilities to complement our MDRO gene tests. Together we will be able to combine rapid organism ID capabilities with best in class drug resistance testing."

OpGen issued 681,818 shares of OpGen common stock in the merger transaction. Majority stockholders in AdvanDx include SLS Ventures AB, Merck Global Health Innovation Fund (Merck GHI) and LD Pensions.

### **About AdvanDx**

AdvanDx develops advanced molecular diagnostic products for the diagnosis and treatment of life-threatening infections. The company has three product families: PNA FISH, 90-minute pathogen ID; QuickFISH, 20 minute pathogen ID; and XpressFISH, 70 minute mecA resistance ID. For more information visit [www.AdvanDx.com](http://www.AdvanDx.com).

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### **About OpGen**

OpGen, Inc. is an early commercial-stage company using molecular testing and bioinformatics to assist healthcare providers in combating multi-drug resistant bacterial infections. The company's products and services are designed to enable the rapid identification of hospital patients who are colonized or infected with life-threatening MDROs. The company's products include the Acuitas MDRO Gene Test, CR Elite Test, Resistome Test, Whole Genome Sequence Analysis and the Acuitas Lighthouse MDRO Management System. In addition, the company has more than 10 years of experience mapping microbial, plant and human genomes. Learn more at [www.opgen.com](http://www.opgen.com).

### **Conference Call and Webcast**

Management will hold a conference call today at 10:00 a.m. Eastern time to discuss recent developments. The call may be accessed by dialing (888) 883-4599 (domestic) or (484) 653-6821 (international) five minutes prior to the start of the call and providing passcode 85034204. The live, listen-only webcast of the conference call may be accessed by visiting the investors section of the company's website at <http://ir.opgen.com>. A replay of the webcast will be available shortly after the conclusion of the call and will be archived on the company's website.

A telephone replay also will be available from 1:00 p.m. Eastern time through July 20, 2015 and may be accessed by dialing (855) 859-2056 from within the U.S. or (404) 537-3406 from outside the U.S. All listeners should provide passcode 85034204.

### **Forward-Looking Statements**

*This press release includes statements relating to the company's Acuitas MDRO Gene Test and Acuitas Lighthouse MDRO Management System and commercialization plans for these products and services. These statements and other statements regarding our future plans and goals constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations. Factors that could cause our results to differ materially from those described include, but are not limited to, the successful integration of AdvanDx, the rate of adoption of our products and services by hospitals, the success of our commercialization efforts, the effect on our business of existing and new regulatory requirements, and other economic and competitive factors. For a discussion of the most significant risks and uncertainties associated with OpGen's business, please review our filings with the Securities and Exchange Commission (SEC). You are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.*

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### **OpGen Closes \$6 Million Financing with Merck GHI to Expand Infectious Disease Diagnostic Testing Capabilities**

-David M. Rubin, Ph.D., Managing Director, Merck Global Health Innovation Fund, to Join OpGen Board of Directors-

**GAITHERSBURG, Md. (July 14, 2015) – OpGen, Inc. (NASDAQ:OPGN)** today announced the closing of a \$6 million financing by the Merck Global Health Innovation Fund (Merck GHI). In connection with this financing, David M. Rubin, Ph.D., Managing Director of Merck GHI, has been appointed to OpGen's board of directors, effective immediately.

Evan Jones, chairman and chief executive officer of OpGen, said, "Merck is a world leader in antibiotics and infectious disease therapeutics and vaccines. With its strong capabilities and global reach, we see opportunities to accelerate the growth of our business and to improve patient care worldwide. The investment by Merck GHI will help us further develop OpGen's molecular information business and rapid diagnostics to guide antibiotic therapy. We welcome David Rubin to the OpGen board and look forward to formalizing our collaboration in a number of areas in the coming months."

Under the agreement Merck GHI will purchase 1,136,364 shares of OpGen common stock at a price of \$4.40 per share for an aggregate purchase price of \$5 million, and a \$1 million senior secured promissory note with 8% interest maturing in July 2017. OpGen has agreed to file a registration statement with the Securities and Exchange Commission covering the resale of the shares of common stock sold in the private placement.

Dr. Rubin is managing director at Merck GHI, where he is responsible for identifying investment opportunities in emerging healthcare solutions and services, with a particular emphasis on solutions for precision medicine. Dr. Rubin joined Merck from Cognia Corporation, a bioinformatics company, where he most recently served as President and CEO. Previously he was at The Wilkerson Group/IBM Global Services. Dr. Rubin was a National Institutes of Health and American Cancer Society post-doctoral fellow at Harvard Medical School, where he worked on the ubiquitin-proteasome pathway. He serves as a director of several companies including Electrocore LLC, Daktari Diagnostics and Prophecy Inc., and as a board observer for several others. He received post-graduate business training at Harvard University, a Ph.D. in molecular biology from Temple University and a B.A. in biology from SUNY Binghamton.

Dr. Rubin's appointment to the OpGen board of directors brings the total to seven directors.

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