

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

June 9, 2021
Date of Report (Date of earliest event reported)

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.)

9717 Key West Avenue, Suite 100
Rockville, MD 20850
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	OPGN	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 9, 2021, OpGen, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The Annual Meeting was adjourned to July 7, 2021, solely with respect to the voting on Proposal 2 relating to the approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended, to increase the authorized number of shares of capital stock from 60,000,000 to 110,000,000 shares and authorized number of shares of common stock from 50,000,000 to 100,000,000 shares (“Proposal 2”).

At the Annual Meeting, the total number of shares represented in person or by proxy was 16,493,679 of the 38,266,482 shares of common stock outstanding and entitled to vote at the Annual Meeting as of the record date, April 15, 2021. The following matters were voted upon at the Annual Meeting:

1. Proposal 1 - Election of Directors. The election of the following named persons to serve as directors of the Company until the 2022 Annual Meeting of Stockholders or until their successors are elected and qualified. The votes cast were as follows:

Nominee	For	Vote Withheld	Broker Non-Vote
William E. Rhodes, III	6,935,902	1,826,245	7,731,532
Mario Crovetto	6,926,709	1,835,438	7,731,532
R. Donald Elsey	6,930,788	1,831,359	7,731,532
Prabhavathi Fernandes, Ph.D.	6,964,100	1,798,047	7,731,532
Oliver Schacht, Ph.D.	6,968,569	1,793,578	7,731,532

2. Proposal 3 - Ratification of Appointment of Independent Accounting Firm. The ratification of the appointment of CohnReznick, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The votes cast were as follows:

15,355,710 votes	FOR the proposal
599,529 votes	AGAINST the proposal
538,438 votes	ABSTAIN
2 votes	Broker Non-Votes

3. Proposal 4 - Say on Pay. The advisory vote to approve the compensation paid to the Company’s named executive officers for 2020. The votes cast were as follows:

6,675,525 votes	FOR the proposal
1,674,971 votes	AGAINST the proposal
411,651 votes	ABSTAIN
7,731,532 votes	Broker Non-Votes

4. Proposal 5 - Frequency of Say on Pay. The advisory vote regarding the frequency of submission of future say on pay votes to the stockholders. The votes cast were as follows:

2,374,327 votes	Every ONE year
5,057,697 votes	Every TWO years
438,759 votes	Every THREE years
891,362 votes	ABSTAIN
7,731,534 votes	Broker Non-Votes

Based on the results of this vote, and consistent with the Board of Directors' recommendation, the Company intends to include an advisory stockholder vote to approve the compensation paid to its named executive officers every two years until the next required vote on the frequency of stockholder votes on the compensation of named executive officers. The Company is required to hold a vote on frequency every six years.

5. Proposal 6 - Adjournment. The approval of an adjournment of the Annual Meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, Proposal 2. The votes cast were as follows:

13,234,926 votes	FOR the proposal
2,842,595 votes	AGAINST the proposal
416,155 votes	ABSTAIN
3 votes	Broker Non-Votes

Adjournment with Respect to Proposal 2

The Annual Meeting was adjourned to July 7, 2021, solely with respect to Proposal 2 in order to provide additional time for stockholders to consider and vote on such proposal. The Annual Meeting will reconvene at 10:00 a.m. Eastern Time on July 7, 2021, at the offices of the Company located at 9717 Key West Ave, Suite 100, Rockville, MD 20850. As part of precautions regarding the coronavirus (or COVID-19) pandemic, the Company is planning for the possibility of the need to change the location of the Annual Meeting or to hold the Annual Meeting solely by means of remote communication. If such step is taken, the Company will announce the decision in advance and details on how to participate will be available on the Company's website at <https://ir.opgen.com/>.

Item 8.01 — Other Events.

On June 9, 2021, the Company issued a press release announcing the results of the Annual Meeting and the adjournment of the Annual Meeting solely with respect to Proposal 2. A copy of such press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

[99.1 Press release, dated June 9, 2021.](#)

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: June 9, 2021



**OpGen Announces Partial Adjournment of
Annual Meeting for Proposal 2 with All Other Proposals Passed**

ROCKVILLE, Md., June 9, 2021 – OpGen, Inc. (Nasdaq: OPGN, “OpGen” or the “Company”), a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease, today announced that the Company conducted its 2021 annual stockholders meeting (the “Annual Meeting”) and adjourned the meeting solely with respect to Proposal 2 set forth in its Definitive Proxy Statement (the “Proxy Statement”) filed with the Securities and Exchange Commission on April 26, 2021. Proposal 2 is a proposal to amend the Amended and Restated Certificate of Incorporation in order to increase the number of shares of capital stock from 60,000,000 to 110,000,000 shares and the authorized number of shares of common stock from 50,000,000 shares to 100,000,000 shares. All other proposals were passed at the Annual Meeting with strong support from stockholders.

The Company has therefore adjourned the Annual Meeting solely with respect to Proposal 2 to provide its stockholders additional time to vote on Proposal 2. The Annual Meeting will resume with respect to Proposal 2 at 10:00 a.m. Eastern time on July 7, 2021 and will continue to be held at the Company’s offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850.* The record date for determining stockholders eligible to vote at the Annual Meeting will remain the close of business on April 15, 2021. Of those OpGen stockholders, representing approximately 43% of all shares outstanding as of the record date, who have already voted on Proposal 2, more than two thirds have voted in favor of the proposal.

Oliver Schacht, CEO of OpGen commented: “We are very encouraged by the number of stockholders that voted this year, with an overwhelming support of stockholders voting in favor of all proposals. In terms of Proposal 2, we need at least 66.67% of all of OpGen’s shares outstanding as of the record date to vote in favor of this proposal in order for it to pass. I cannot understate the importance of Proposal 2 for the ongoing success of the Company, which is why our Board unanimously recommends this proposal be approved. While OpGen had a strong cash position of \$ 39.4 million at the end of Q1-2021, these additional authorized shares will provide the Company the necessary flexibility to continue to expand, strategically manage and potentially help repay our long-term debt, and raise additional capital when needed. Stockholders should also note that we will be holding a webinar on June 29, 2021 at 11:00 am EDT to provide a further business update.”

Stockholders as of close of business on April 15, 2021, the record date for the Annual Meeting, who have not yet voted are encouraged to vote over the Internet at <http://www.pstvote.com/opgen2021>. Stockholders needing assistance voting or have questions may contact the Company’s proxy solicitation firm, Alliance Advisors, LLC, at 800-574-6217 or melissacarlson@allianceadvisors.com.

* As part of our precautions regarding the coronavirus (or COVID-19) pandemic, we are planning for the possibility that we may need to change the location of the Annual Meeting, or the Annual Meeting may be held solely by means of remote communication. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be available on our website at <https://ir.opgen.com/>.

About OpGen, Inc.

OpGen, Inc. (Rockville, MD, USA) is a precision medicine company harnessing the power of molecular diagnostics and bioinformatics to help combat infectious disease. Along with subsidiaries, Curetis GmbH and Ares Genetics GmbH, we are developing and commercializing molecular microbiology solutions helping to guide clinicians with more rapid and actionable information about life threatening infections to improve patient outcomes, and decrease the spread of infections caused by multidrug-resistant microorganisms, or MDROs. OpGen's product portfolio includes Unyvero®, Acuitas® AMR Gene Panel and Acuitas® Lighthouse, and the ARES Technology Platform including ARESdb®, using NGS technology and AI-powered bioinformatics solutions for antibiotic response prediction.

For more information, please visit www.opgen.com.

Forward-Looking Statements

This press release includes statements regarding the adjournment of OpGen's Annual Meeting. These statements and other statements regarding OpGen's Unyvero products, their commercialization and launch, 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, our ability to successfully, timely and cost-effectively develop, seek and obtain regulatory clearance for and commercialize our product and services offerings, the rate of adoption of our products and services by hospitals and other healthcare providers, the fact that we may not effectively use proceeds from recent financings, including our November 2020 private placement, February 2021 Registered Direct and March 2021 warrant exercise and exchange, the realization of expected benefits of our business combination transaction with Curetis GmbH, the success of our commercialization efforts, the impact of COVID-19 on the Company's operations, financial results, and commercialization efforts as well as on capital markets and general economic conditions, 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. 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.

OpGen:

Oliver Schacht
President and CEO
InvestorRelations@opgen.com

OpGen Press Contact:

Matthew Bretzius
FischTank Marketing and PR
matt@fischtankpr.com

OpGen Investor Contact:

Megan Paul
Edison Group
mpaul@edisongroup.com