

**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**

**May 11, 2016
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 Number)**

**708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878
(Address of principal executive offices)**

**(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 8.01 — Other Events.

On May 12, 2016, OpGen, Inc. (the "Company") issued a press release pursuant to Rule 135(c) of the Securities Act of 1933, as amended (the "Securities Act"), announcing that the Company priced a private placement of its securities. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The foregoing description of the financing is provided pursuant to Rule 135(c) under the Securities Act and does not and shall not constitute an offer to sell or the solicitation of an offer to buy any securities. The securities have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01 — Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 12, 2016, issued by OpGen, Inc.

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.

Date: May 12, 2016

By: /s/ Timothy C. Dec
Timothy C. Dec
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Document

99.1 Press Release, dated May 12, 2016, issued by OpGen, Inc.



OpGen Announces Pricing of \$10 Million Private Placement

GAITHERSBURG, Md. (May 12, 2016) – OpGen, Inc. (NASDAQ: OPGN), a precision medicine company using molecular diagnostics and bioinformatics to combat infectious disease, announces the pricing of a private placement of units, each unit consisting of one share of common stock and one warrant to purchase 0.75 of one share of common stock, for an aggregate issuance of 9,053,556 shares of common stock and warrants to purchase 6,790,169 shares of common stock. Each unit will be sold at a price of \$1.14375 per unit. The warrants will be exercisable beginning 90 days after the closing of the transaction, have an exercise price of \$1.3125 per share of common stock and may be exercised for five years. The gross proceeds of the offering are \$10.355 million. The Company will use the net proceeds, after payment of offering expenses to support the sales and marketing and continued research and development of the Company's rapid diagnostic and Acuitas Lighthouse bioinformatics products and services, and for general corporate purposes.

The securities offered in this private placement have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws, and accordingly may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws. The Company has agreed to file a registration statement with the Securities and Exchange Commission registering the resale of the shares of common stock issued in this private placement and the shares of common stock issuable upon the exercise of the warrants issued in this private placement.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state. Any offering of the securities under the resale registration statement will only be by means of a prospectus.

About OpGen

OpGen, Inc. is developing and deploying precision medicine tools to combat infectious disease in global healthcare settings, helping physicians improve patient outcomes by providing more rapid information about life-threatening infections and decreasing the spread of infections caused by multidrug-resistant microorganisms. OpGen offers a full portfolio of *in vitro* diagnostic products and clinical laboratory services that employ state-of-the-art molecular diagnostics and bioinformatics. Its QuickFISH® products are a suite of FDA-cleared and CE-marked diagnostics used to rapidly detect pathogens in positive blood cultures. Clinical laboratory services utilize the Acuitas® products, including the MDRO Gene Test, the Resistome Test, microbial Whole Genome Sequence Analysis and Acuitas Lighthouse™ bioinformatics system designed to detect, type, track and trend antibiotic resistant organisms in real-time. Learn more at www.opgen.com.

OpGen Forward-Looking Statements

This press release includes statements relating to the expected proceeds from the Company's private placement and the Company's 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, risks related to the capital markets generally and the satisfaction of the closing conditions to the offering, 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.

Contacts:

OpGen

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