

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

August 28, 2019  
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))

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                            |
| Common Warrants            | OPGNW                 | 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 [X]

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 5.03 — Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 28, 2019, OpGen, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware (the “Amendment”). The Amendment was filed to effectuate a reverse stock split of the Company’s Common Stock, par value \$0.01 per share. Pursuant to the reverse stock split, at the effective time each twenty (20) shares of Common Stock issued and outstanding were combined into one (1) validly issued, fully paid and non-assessable share of Common Stock. The par value per share remains the same. The Amendment provides that no fractional shares will be issued; the Company shall pay in cash the fair value of such fractional shares upon the consummation of the reverse stock split.

In accordance with the applicable provisions of the instruments defining the rights of the security holders, the reverse stock split also impacts the shares of Common Stock underlying outstanding warrants, stock options and restricted stock units, including, without limitation, the Warrants to purchase Common Stock listed under the trading symbol OPGNW issued in May 2015.

The marketplace effective date of the reverse split is August 29, 2019. In connection with the reverse stock split, the CUSIP number for the Common Stock has been changed to 68373L 307 and the CUSIP number for the Common Warrants has been changed to 68373L 133.

The reverse split ratio selected by the Board of Directors was selected pursuant to the authority granted to the Board of Directors by stockholders at the 2019 Annual Meeting described in a [Current Report on Form 8-K](#) filed by the Company on August 22, 2019, and incorporated herein by reference. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 3.1                | <a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of OpGen, Inc., filed with the Secretary of the State of Delaware on August 28, 2019.</a> |

## 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.

Date: August 28, 2019

**OpGen, Inc.**

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

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OPGEN, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2019, AT 8:11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

3338364 8100  
SR# 20196749731

Authentication: 203487208  
Date: 08-28-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
OPGEN, INC.**

OpGen, Inc., a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL");

**DOES HEREBY CERTIFY AS FOLLOWS:**

**FIRST:** The name of the corporation (the "Corporation") is: OpGen, Inc.

**SECOND:** The Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of Delaware on May 7, 2015 (the "Restated Certificate"), a Certificate of Correction of the Restated Certificate was filed with the office of the Secretary of State of Delaware on June 6, 2016 (the "Certificate of Correction"), and a Certificate of Amendment of the Amended and Restated Certificate of Incorporation was filed with the office of the Secretary of State of Delaware on January 17, 2018 (the "Amendment" and together with the Restated Certificate and the Certificate of Correction, the "Charter").

**THIRD:** The Charter is hereby amended as follows:

(a) Article FOURTH of the Charter, is hereby supplemented by addition of the following paragraphs as new sixth and seventh paragraphs under "A. Common Stock.":

Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), the shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the "Old Common Stock") shall be reclassified into a different number of shares of Common Stock (the "New Common Stock") such that each twenty shares of Old Common Stock shall, at the Effective Time, be automatically reclassified into one share of New Common Stock. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been reclassified pursuant to the immediately preceding sentence. No fractional shares of Common Stock shall be issued as a result of such reclassification. In lieu of any fractional shares to which the stockholder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of the Common Stock as determined in good faith by the Board of Directors of the Corporation.

From and after the Effective Time, the term "New Common Stock" as used in this Article FOURTH shall mean the Common Stock as provided in this Amended and Restated Certificate of Incorporation, as amended and corrected and as further amended by this Certificate of Amendment. The par value of the New Common Stock shall be \$0.01 per share.

**FOURTH:** The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**FIFTH:** This Certificate of Amendment shall be deemed effective upon its filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** the undersigned has duly executed this Certificate of Amendment on this ~~24~~<sup>27</sup> day of August, 2019.

**OPGEN, INC.**

By: \_\_\_\_\_

Name: Evan Jones

Title: Chief Executive Officer