

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

FORM S-1
REGISTRATION STATEMENT

Under
The Securities Act of 1933

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

Delaware
(State or other jurisdiction of incorporation or
organization)

8071
(Primary Standard Industrial
Classification Code Number)

06-1614015
(I.R.S. Employer
Identification Number)

708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878
(240) 813-1260
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Evan Jones
Chief Executive Officer
708 Quince Orchard Road
Gaithersburg, MD 20878
(301) 869-9683
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mary J. Mullany, Esq.
Ballard Spahr LLP
1735 Market Street
51st Floor
Philadelphia, PA 19103
(215) 665-8500

Rick A. Werner, Esq.
Haynes and Boone, LLP
30 Rockefeller Plaza, 26th Floor
New York, NY 10112
Tel. (212) 659-7300
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-222140

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (2)
Units, each Unit consisting of one share of Common Stock, par value \$0.01 per share and one common warrant to purchase 0.5 of a share of Common Stock (3)	2,000,000.00	\$ 249.00
(i) Common Stock included in the Units (4)		
(ii) Common warrants included in the Units (4)		
Pre-funded Units, each Pre-funded Unit consisting of one pre-funded warrant to purchase one share of Common Stock and one common warrant to purchase 0.5 of a share of Common Stock (3)	1,996,610.20	\$ 248.58
(i) Pre-funded warrants included in the Pre-funded Units (4)	-	-
(ii) Common warrants included in the Pre-funded Units (4)	-	-
Shares of Common Stock underlying pre-funded warrants included in the Pre-funded Units (3)	3,389.80	\$ 0.42
Shares of Common Stock underlying common warrants included in the Units and the Pre-funded Units (3)	1,000,000.00	\$ 124.50
Placement Agent's warrants (6)	125,000.00	\$ 15.56
Common Stock issuable upon exercise of Placement Agent's warrants (5)(6)		
Total	\$ 5,125,000.00	\$ 638.06

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price. OpGen, Inc. previously registered securities with a proposed maximum aggregate offering price of \$25,625,000 on a Registration Statement on Form S-1 (Registration No. 333-222140), as amended (the "Related Registration Statement"), and paid a fee of \$3,190.31. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.
- (3) The proposed maximum aggregate offering price of the Units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Pre-funded Units offered and sold in the offering, and as such the proposed maximum aggregate offering price of the Units and Pre-funded Units (including the common stock issuable upon exercise of the pre-funded warrants included in the Pre-funded Units), if any, is \$2,000,000.
- (4) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act of 1933, as amended.
- (5) No additional registration fee is payable pursuant to Rule 457(g) under the Securities Act of 1933, as amended.
- (6) Represents warrants to purchase a number of shares of common stock equal to 5% of the number of shares of common stock (i) included within the Units and (ii) issuable upon the exercise of the pre-funded warrants included within the Pre-funded Units placed in this offering at an exercise price equal to 125% of the offering price per unit (excluding any shares of common stock underlying the common warrants included in the Units and Pre-funded Units placed in this offering).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) OF THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

OpGen, Inc. (the "Company") is filing this registration statement with the Securities and Exchange Commission, or SEC, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-222140), which was originally filed with the SEC on December 18, 2017 and declared effective on February 1, 2018 (the "Registration Statement").

We are filing this registration statement for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$5,125,000. The information set forth in the Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Ballard Spahr LLP
23.1	Consent of CohnReznick LLP
23.2	Consent of Ballard Spahr LLP (included in Exhibit 5.1)
24.1	* Power of Attorney

* Previously filed with OpGen, Inc.'s Registration Statement on Form S-1, as amended (File No. 333-222140) originally filed on December 18, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, State of Maryland, on February 1, 2018.

OPGEN, INC.

By: /s/ Evan Jones

Evan Jones
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Evan Jones</u> Evan Jones	Chief Executive Officer and Director (principal executive officer)	February 1, 2018
<u>/s/ Timothy C. Dec</u> Timothy C. Dec	Chief Financial Officer (principal financial officer and principal accounting officer)	February 1, 2018
<u>*</u> Harry J. D'Andrea	Director	February 1, 2018
<u>*</u> Timothy J.R. Harris	Director	February 1, 2018
<u>*</u> Tina S. Nova	Director	February 1, 2018
<u>David M. Rubin</u>	Director	
<u>*</u> Misti Ushio	Director	February 1, 2018
<u>* /s/ Timothy C. Dec</u> Timothy C. Dec, as attorney in fact		February 1, 2018

Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
TEL 215.665.8500
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February 1, 2018

OpGen, Inc.
708 Quince Orchard Road
Suite 205
Gaithersburg, Maryland 20878

RE: OpGen, Inc.

Ladies and Gentlemen:

We have acted as counsel to OpGen, Inc., a Delaware corporation (the "Company"), and are rendering this opinion in connection with the filing of a registration statement under Rule 462 of the Securities Act of 1933, as amended (the "Securities Act") (the "Rule 462 Registration Statement"), related to a registration statement on Form S-1 (File No. 333-222140) filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act on December 18, 2017, as amended on January 31, 2018 (the "Related Registration Statement"). The Rule 462 Registration Statement is being filed by the Company with the Commission, under the Securities Act, for the registration of (i) units (the "Units"), each Unit consisting of one share of Common Stock of the Company, \$0.01 par value per share (the "Common Stock"), and one warrant to purchase 0.5 of a share of Common Stock (each, a "Common Warrant" and collectively, the "Common Warrants"), (ii) pre-funded units (the "Pre-Funded Units"), each Pre-Funded Unit consisting of one pre-funded warrant to purchase one share of Common Stock (each a "Pre-Funded Warrant" and collectively, the "Pre-Funded Warrants") and one Common Warrant and (iii) warrants to purchase shares of Common Stock (the "HCW Warrants") to be issued to H.C. Wainwright & Co., LLC (the "Placement Agent") as compensation for its services pursuant to an engagement letter entered into by and between the Company and the Placement Agent, dated as of December 18, 2017, the form of which has been filed as Exhibit 1.2 to the Related Registration Statement, with a proposed maximum aggregate offering price of \$5,125,000. The HCW Warrants, the Common Warrants and the Pre-Funded Warrants are collectively referred to herein as the "Warrants," and the Units, Pre-Funded Units, the HCW Warrants, the shares of Common Stock underlying the HCW Warrants, the shares of Common Stock underlying the Common Warrants and the shares of Common Stock underlying the Pre-Funded Warrants are collectively referred to herein as the "Securities."

The Securities are to be sold by the Company pursuant to a prospectus which forms a part of the Related Registration Statement (the "Prospectus"), the Warrants, and a securities purchase agreement pursuant to which certain of the Securities are to be sold (the "Purchase Agreement"). As noted in the Prospectus, for each Pre-Funded Unit sold, the number of Units sold will be decreased on a one-for-one basis.

We have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Amended and Restated Certificate of Incorporation of the Company together with all amendments thereto; (ii) the Certificate of Correction to the Amended and Restated Certificate of Incorporation; (iii) the form of Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock; (iv) the Amended and Restated Bylaws of the Company; (v) the Rule 462 Registration Statement; (vi) the Related Registration Statement and the exhibits thereto; (vii) the Prospectus; (viii) the Purchase Agreement; (ix) the forms of the Warrants; (x) such other corporate records, agreements, documents and instruments; and (xi) such certificates or comparable documents of public officials and other sources, believed by us to be reliable, and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that, with respect to the offering of the Securities by the Company pursuant to the Rule 462 Registration Statement, when the Rule 462 Registration Statement has become effective under the Securities Act: (i) the Securities are or will be, upon issuance, duly authorized, and, when issued and sold in accordance with the terms and conditions of the Purchase Agreement, the Warrants and the Prospectus, as applicable, will be validly issued, fully paid and non-assessable and (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof, the Warrants, when issued and sold as contemplated in the Purchase Agreement, the Related Registration Statement and the Prospectus in exchange for the requisite payment therefor, will be valid and legally binding obligations of the Company.

Our opinion is limited to the laws of the State of Delaware, the laws of the State of New York and the United States federal laws, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Securities under the securities or blue sky laws of any state or any foreign jurisdiction.

We hereby consent to the sole use of this opinion as an exhibit to the Rule 462 Registration Statement and to the use of our name under the heading "Legal Matters" in the prospectus included therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Sincerely yours,

/s/ Ballard Spahr LLP

Consent of Independent Registered Public Accounting Firm

We consent to the inclusion in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of OpGen, Inc. of our report dated March 23, 2017, except for the effects of the matters discussed in Note 14, which are as of January 29, 2018, which includes an explanatory paragraph related to OpGen, Inc.'s ability to continue as a going concern, on our audits of the consolidated financial statements of OpGen, Inc. as of December 31, 2016 and 2015 and for the years then ended. We also consent to the reference to our firm in the caption "Experts."

/s/ CohnReznick LLP

Vienna, Virginia
February 1, 2018