FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* <u>Ven Capital, LLC</u> | | | 2. Date of Event Requiring Statement (Month/Day/Year) 05/04/2015 | | 3. Issuer Name and Ticker or Trading Symbol OPGEN INC [OPGN,OPGNW] | | | | |
|---|--------------------|--|---|--|---|---|--|---|---|
| (Last) (First) (Middle) 11013 CRIPPLEGATE ROAD | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | (Mont | Amendment, Date of Original Filed nth/Day/Year) | | | |
| | | | | | Officer (give title | Other (spec | | dividual or Joint/Group Filing (Check cable Line) | |
| (Street) | | | | | below) | below) | X | , | One Reporting Person |
| POTOMAC MD 20854 | | | | | | | Form filed by Reporting Pe | More than One | |
| (City) | (State) | (Zip) | | | | | | | |
| | | | Table I - N | on-Deriva | tive Securities Beneficia | ally Owned | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct or Indirect (I (Instr. 5) | (D) (Instr. | Nature of Indirect Beneficial Ownership str. 5) | |
| | | (6 | | | e Securities Beneficially ants, options, convertib | |) | | |
| 1. Title of Derivative Security (Instr. 4) | | | | - | | | | | |
| 1. Title of Deriva | ative Security (In | str. 4) | 2. Date Exerc Expiration Day! | ate | 3. Title and Amount of Securit Underlying Derivative Securit | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| 1. Title of Deriva | ative Security (In | str. 4) | Expiration D | ate | | | Conversion | Ownership | Beneficial Ownership |
| | | rtible Preferred | Expiration D (Month/Day/ | ate Year) Expiration | Underlying Derivative Security | Amount or Number of | Conversion or Exercise Price of Derivative | Ownership Form: Direct (D) or Indirect | Beneficial Ownership |
| Series A Rede | emable Conve | , | Expiration D (Month/Day/\) Date Exercisable | ate Year) Expiration Date | Underlying Derivative Security Title | Amount or Number of Shares | Conversion or Exercise Price of Derivative Security | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership |
| Series A Rede Stock | emable Conve | , | Expiration D. (Month/Day/\) Date Exercisable | Expiration Date | Title Common Stock | Amount or Number of Shares 1,059,213 ⁽¹⁾ | Conversion or Exercise Price of Derivative Security | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership |
| Series A Rede Stock 2014 Converti | emable Conve | , | Date Exercisable (1) | Expiration Date | Title Common Stock Common Stock | Amount or Number of Shares 1,059,213 ⁽¹⁾ 749,366 ⁽²⁾ | Conversion or Exercise Price of Derivative Security | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership |
| Series A Reder Stock 2014 Converti 2015 Converti | emable Conve | , | Date Exercisable (1) (2) (3) | Expiration Date (1) (2) (3) | Title Common Stock Common Stock Common Stock | Amount or Number of Shares 1,059,213 ⁽¹⁾ 749,366 ⁽²⁾ 675,553 ⁽³⁾ | Conversion or Exercise Price of Derivative Security (1) (2) (3) | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D | Beneficial Ownership |
| Series A Reder Stock 2014 Converti 2015 Converti Warrants | emable Conve | , | Date Exercisable (1) (2) (3) 09/30/2009 | Expiration Date (1) (2) (3) 09/30/2019 | Title Common Stock Common Stock Common Stock Common Stock Common Stock | Amount or Number of Shares 1,059,213 ⁽¹⁾ 749,366 ⁽²⁾ 675,553 ⁽³⁾ 267 | Conversion or Exercise Price of Derivative Security (1) (2) (3) 7.91 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D | Beneficial Ownership |
| Series A Reder Stock 2014 Converti 2015 Converti Warrants Warrants | emable Conve | , | Expiration Di (Month/Day/N Date Exercisable | Expiration | Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock | Amount or Number of Shares 1,059,213 ⁽¹⁾ 749,366 ⁽²⁾ 675,553 ⁽³⁾ 267 267 | Conversion or Exercise Price of Derivative Security (1) (2) (3) 7.91 7.91 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D | Beneficial Ownership |

Explanation of Responses:

- $1.\ Each\ share\ of\ Series\ A\ Redeemable\ Convertible\ Preferred\ Stock\ will\ automatically\ convert\ into\ one\ share\ of\ common\ stock\ on\ May\ 8,\ 2015.$
- 2. The 2014 Convertible Notes will automatically convert into shares of Series A Preferred Stock on May 8, 2015 at a conversion rate of one share of Series A Preferred Stock for every \$1.00 of principal converted. Each share of Series A Preferred Stock will automatically convert into one share of common stock on May 8, 2015.
- 3. The 2015 Convertible Notes will convert into Series A Preferred Stock on May 8, 2015 at a conversion rate of 1.25 shares of Series A Preferred Stock for each \$1.00 of principal converted. Each share of Series A Preferred stock will automatically convert into one share of common stock on May 8, 2015.

Remarks:

<u>/s/ Evan Jones, Managing</u> <u>Member</u>

05/06/2015

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Timothy C. Dec and Fran Shay, the undersigned's true and lawful attorneys-in-fact to:

- (1) prepare and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of OpGen, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) execute for and on behalf of the undersigned, in connection with proposed sales by the undersigned pursuant to Rule 144 under the Securities Act of 1933 of securities issued by the Company, notices on Form 144 in accordance with Rule 144 under the Securities Act of 1933;
- do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5, or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and Forms 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of May, 2015.

JVEN CAPITAL, LLC

<u>/s/ Evan Jones</u> By: Evan Jones

Title: Managing Member