

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

January 28, 2020  
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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	OPGN	The Nasdaq Capital Market
Common Stock Warrants (IPO)	OPGNW	The 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 8.01 Other Events.**

On January 28, 2020, OpGen, Inc. (the “Company”) issued a press release announcing a special meeting date of March 10, 2020, for its stockholders to, among other things, consider and vote on a proposal to adopt the previously announced business combination with Curetis GmbH (“Curetis”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On January 30, 2020, the Company issued a press release providing an update on the business of Curetis, a copy of which is attached as Exhibit 99.2 to this Current Report and is incorporated herein by reference.

### **No Offer or Solicitation**

These press releases filed herewith are neither offers to purchase, nor solicitations of an offer to sell, any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Additional Information and Where to Find It**

In connection with the transactions contemplated by the Implementation Agreement (the definitive agreement related to the proposed business combination between the Company and Curetis), a Registration Statement on Form S-4 (File No. 333-234657) has been filed with and declared effective by the Securities and Exchange Commission (the “SEC”). Investors and security holders are encouraged to read the registration statement and any other relevant documents filed with the SEC, including the proxy statement/prospectus that forms a part of the registration statement. Such documents contain important information about the proposed transaction. The definitive proxy statement/prospectus was first mailed to stockholders of the Company on or about January 27, 2020. This communication is not a substitute for the registration statement, the proxy statement/prospectus or any other document that the Company may send to its stockholders in connection with the proposed transaction. Investors and security holders will be able to obtain the documents free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), or from the Company at its website, [www.opgen.com](http://www.opgen.com).

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

#### (d) Exhibits

Exhibit Document  
No.

99.1 [Press Release issued by OpGen, Inc. dated January 28, 2020](#)

99.2 [Press Release issued by OpGen, Inc. dated January 30, 2020](#)

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**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: January 30, 2020

**OpGen, Inc.**

By: /s/ Timothy C. Dec

Name: Timothy C. Dec

Title: Chief Financial Officer



### **OpGen Achieves Key Milestone in Planned Business Combination with Curetis**

- *Special meetings of OpGen and Curetis shareholders are scheduled for March 10, 2020, at 10:00am ET and 1:00pm CET, respectively*
- *Transaction unanimously supported by the boards of OpGen and Curetis and supported by debt holders*

Gaithersburg, MD – January 28, 2020 - OpGen, Inc. (Nasdaq: OPGN, “OpGen”), a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease, announced today that a key milestone has been accomplished in the proposed business combination with Curetis, N.V. (Euronext: CURE, “Curetis”), a developer of next-level molecular diagnostic solutions. On January 27, 2020, OpGen filed and furnished to its stockholders a proxy statement/prospectus and a notice of special meeting of OpGen stockholders, to be held on March 10, 2020 at 10:00am ET at the offices of Ballard Spahr LLP, 1909 K Street, NW, 12<sup>th</sup> Floor, Washington DC. At the special meeting, OpGen is seeking shareholder approval of the business combination of OpGen and Curetis. Curetis will host its shareholder meeting on the same day at 1:00pm CET with the same objective. The Curetis extraordinary general meeting will take place at Steigenberger Hotel, Stationsplein Zuid - West 951, 1117 CE Schiphol - Oost/Amsterdam, the Netherlands. Successful votes of the shareholders of the respective companies are the last remaining major steps towards closing of the transaction.

“We are confident that the combination of OpGen and Curetis will help maximize value for our stockholders and will result in an organization with a robust pipeline of proprietary molecular diagnostic and bioinformatics products, significant management experience, and unique assets for developing and commercializing novel data-driven solutions in infectious disease diagnostics,” said Evan Jones, Chairman and CEO of OpGen.

“I expect the combination with OpGen to accelerate the commercial development and revenue growth for both companies and that it will ultimately bring tremendous value to the combined company and its current and future shareholders,” said Oliver Schacht, CEO of Curetis. “We look forward to moving the Company ahead into this next exciting chapter.”

H.C. Wainwright & Co., LLC and Crosstree Capital LLC acted as financial advisors to Curetis and OpGen, respectively. Linklaters LLP and Ballard Spahr LLP acted as legal advisors to Curetis and OpGen, respectively.

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## **About OpGen**

OpGen, Inc. is a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease. We are developing molecular information products and services for global healthcare settings, helping to guide clinicians with more rapid and actionable information about life threatening infections, improve patient outcomes, and decrease the spread of infections caused by multidrug-resistant microorganisms, or MDROs.

Our molecular diagnostics and informatics products, product candidates and services combine our Acuitas molecular diagnostics and Acuitas Lighthouse informatics platform for use with our proprietary, curated MDRO knowledgebase. We are working to deliver our products and services, some in development, to a global network of customers and partners. The Acuitas AMR Gene Panel (RUO) is intended for Research Use Only and is not for use in diagnostic procedures. The Acuitas Lighthouse Software is not distributed commercially for antibiotic resistance prediction and is not for use in diagnostic procedures. For more information, please visit [www.opgen.com](http://www.opgen.com).

OpGen, Acuitas, and Acuitas Lighthouse are registered trademarks of OpGen, Inc.

## **About Curetis**

Curetis N.V.'s (Euronext: CURE) goal is to become a leading provider of innovative solutions for molecular microbiology diagnostics designed to address the global challenge of detecting severe infectious diseases and identifying antibiotic resistances in hospitalized patients.

Curetis' Unyvero System is a versatile, fast and highly automated molecular diagnostic platform for easy-to-use, cartridge-based solutions for the comprehensive and rapid detection of pathogens and antimicrobial resistance markers in a range of severe infectious disease indications. Results are available within hours, a process that can take days or even weeks if performed with standard diagnostic procedures, thereby facilitating improved patient outcomes, stringent antibiotic stewardship and health-economic benefits. Unyvero in vitro diagnostic (IVD) products are marketed in Europe, the Middle East, Asia and the U.S.

Curetis' wholly-owned subsidiary Ares Genetics GmbH offers next-generation solutions for infectious disease diagnostics and therapeutics. The ARES Technology Platform combines what the Company believes to be the most comprehensive database worldwide on the genetics of antimicrobial resistances, ARESdb, with advanced bioinformatics and artificial intelligence.

For further information, please visit [www.curetis.com](http://www.curetis.com) and [www.ares-genetics.com](http://www.ares-genetics.com).

## **Forward-Looking Statements – OpGen, Inc**

This press release includes statements relating to the proposed business combination between OpGen and Curetis. These statements and other statements regarding OpGen's and the combined company's future plans 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 OpGen's control, and which may cause results to differ materially from expectations. Factors that could cause results to differ materially from those described include, but are not limited to, our ability to successfully and timely seek approval of, and obtain approval of our stockholders for the transaction, satisfy the closing conditions under the implementation agreement between OpGen and Curetis, successfully combine the businesses of OpGen and Curetis, comply with the complexities of a global business, achieve the synergies we expect, successfully implement the combined company's strategic and business goals and objectives, and advance our current and planned 510(k) clearance submissions with the FDA, and risks and uncertainties associated with market conditions, advance our current. For a discussion of the most significant risks and uncertainties associated with OpGen's business, please review our filings with the 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.

### **OpGen:**

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OpGen Provides Update on Curetis Group Company Ares Genetics' Collaboration with BGI Group to Offer Next-Generation Sequencing and PCR-based Coronavirus (2019-nCoV) Testing in Europe

- *BGI Group responds to coronavirus crisis by providing reagent kits for molecular 2019-nCoV testing by next-generation sequencing and RT-PCR*
- *Ares Genetics to launch next-generation sequencing testing service for infection control and monitoring of 2019-nCoV evolution using BGI Group reagents*
- *Ares Genetics, Curetis Group and BGI Group to collaborate in the distribution of next-generation sequencing and PCR testing kits for 2019-nCoV*

GAITHERSBURG, Md. – January, 30, 2020 – OpGen, Inc. (Nasdaq: OPGN) reported an update on the business of Curetis GmbH (“Curetis”), the other party to the planned business combination with OpGen. Today, Curetis announced that Ares Genetics GmbH, a Curetis Group company, and the Chinese genomics company BGI Group will collaborate in making molecular testing for the new coronavirus 2019-nCoV available in Europe.

2019-nCoV is a new coronavirus variant that has not been previously identified in humans but is responsible for the outbreak originating in the Chinese city of Wuhan and rapidly spreading globally with first cases identified and confirmed in Europe already. In response to this situation, and immediately after the occurrence of unexplained pneumonia in Wuhan on December 31, 2019, BGI was first to sequence the genome of the new 2019-nCoV virus and successfully developed a Real-Time (RT) Fluorescent PCR (polymerase chain reaction) kit for detecting 2019-nCoV, which can provide results in a few hours and has already obtained approval by the Chinese National Medical Products Administration.

In addition to the rapid detection kit based on RT-PCR technology, the DNBSEQ-T7 sequencing platform developed by BGI Group’s instrument and reagent subsidiary, MGI, passed the emergency approval procedure of the National Medical Products Administration, becoming the first officially approved testing products in China for surveillance, discovery and identification of unknown infectious diseases.

In Europe, BGI and MGI will work with their long-term strategic partner Ares Genetics to make its 2019-nCoV testing portfolio available to public health institutions and hospitals for outbreak monitoring, infection control, and epidemiology. Ares Genetics expects to provide next-generation sequencing services for 2019-nCoV out of its NGS laboratory in Vienna Austria for infection control and tracking of pathogen evolution from February 2020 onwards based on MGI’s DNBSEQ sequencing platform. Further, Ares Genetics and the Curetis Group will support BGI Group in the distribution of its PCR and NGS reagent kits to molecular testing laboratories in Europe that have the capability for 2019-nCoV testing with reagent kits initially being marketed for research use only prior to regulatory approval in Europe.

Ares Genetics is a digital diagnostics company utilizing artificial intelligence-powered molecular diagnostics to advance the field of infectious disease testing. Ares Genetics recently launched ARESupa – Universal Pathogenome Assay for the broad identification of bacterial pathogens and the accurate prediction of antibiotic susceptibility. The ARESupa test is based on the sequencing of bacterial DNA, combined with data analysis and interpretation powered by ARESdb, Ares Genetics’ unique, proprietary reference database on genetic antimicrobial resistance markers. The first generation of ARESupa is currently offered for non-diagnostic applications in epidemiology, infection control, and outbreak analysis for customers in the public health sector and the pharmaceutical industry. A laboratory-developed test (LDT) for human diagnostic use is under development.

“This collaboration highlights the importance of rapid testing technologies in tracking the evolution of and containing global outbreaks. We congratulate Curetis on their collaboration and commend them and BGI Group for their swift action to assist in the surveillance and identification of yet another infectious disease with cases across the globe,” said Evan Jones, Chairman & CEO of OpGen.

OpGen and Curetis entered into a definitive agreement to combine businesses on September 4, 2019. The closing of the transaction under such definitive agreement has not yet occurred and is subject to a number of significant closing conditions, including receipt of approval from the stockholders of OpGen, Inc. and the shareholders of Curetis, N.V. Until the closing occurs, each of OpGen and Curetis are operating as stand-alone businesses.

### **About OpGen**

OpGen, Inc. is a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease. We are developing molecular information products and services for global healthcare settings, helping to guide clinicians with more rapid and actionable information about life threatening infections, improve patient outcomes, and decrease the spread of infections caused by multidrug-resistant microorganisms, or MDROs. Our proprietary DNA tests and informatics address the rising threat of antibiotic resistance by helping physicians and other healthcare providers optimize care decisions for patients with acute infections.

Our molecular diagnostics and informatics products, product candidates and services combine our Acuitas® molecular diagnostics and Acuitas Lighthouse® informatics platform for use with our proprietary, curated MDRO knowledgebase. We are working to deliver our products and services, some in development, to a global network of customers and partners. Currently we offer our Acuitas AMR Gene Panel tests for research use only. For more information, please visit [www.opgen.com](http://www.opgen.com).

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## **Forward-Looking Statements**

This press release includes statements relating to the proposed business combination transaction between OpGen and Curetis and a planned collaboration between Curetis Group company, Ares Genetics, and BGI Group for next-generation sequencing and PCR-based coronavirus testing in Europe. These statements and other statements regarding OpGen's 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 and timely seek approval of, and obtain approval of our stockholders for the transaction, satisfy the closing conditions under the implementation agreement between OpGen and Curetis, successfully combine the businesses of OpGen and Curetis, comply with the complexities of a global business, achieve the synergies we expect, successfully implement the combined company's strategic and business goals and objectives, and advance our current and planned 510(k) clearance submissions with the FDA, 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 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. 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.

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## **Additional Information and Where to Find It**

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