

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

FORM S-8

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)

06-1614015

(I.R.S. Employer Identification No.)

**708 Quince Orchard Road, Suite 205
Gaithersburg, MD**

(Address of Principal Executive Offices)

20878

(Zip Code)

**OPGEN, INC.
2015 EQUITY INCENTIVE PLAN, AS AMENDED AND RESTATED**
(Full title of the plan)

Timothy C. Dec

Chief Financial Officer

**708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878**

(Name and address of agent for service)

(240) 813-1260

(Telephone number, including area code, of agent for service)

with a copy to:

Mary J. Mullany, Esquire

Ballard Spahr LLP

1735 Market Street

51st Floor

Philadelphia, Pennsylvania 19103

215-665-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 (Do not check if a smaller reporting company)

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 Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value	345,828	\$ 0.495	\$ 171,184.86	\$ 20.75

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares of Common Stock issuable under the equity plan described below in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h) promulgated under the Securities Act, the price shown is based upon the average of the high and low prices reported for the Common Stock on the Nasdaq Capital Market on May 10, 2019.
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PART II -
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

OpGen, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) to register an additional 345,828 shares of its common stock, par value \$0.01 per share (“Common Stock”), for issuance under the OpGen, Inc. 2015 Equity Incentive Plan, as amended and restated (the “Plan”). Registrant effected a one (1) for twenty-five (25) reverse stock split of its common stock on January 17, 2018, and all share numbers in this Registration Statement reflect the impact of the reverse stock split. Pursuant to General Instruction E to Form S-8, the contents of Registrant’s prior Registration Statement on Form S-8 (File No. 333-205864) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement are presented herein.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, filed or to be filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on February 27, 2019;
- The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed with the Commission on May 15, 2019;
- The Registrant’s Current Reports on Form 8-K, filed with the Commission on February 25, 2019 (Items 5.02 and 9.01), March 26, 2019 (Items 1.01, 8.01 and 9.01), April 15, 2019 (Item 5.02) and May 10, 2019 (Item 3.01); and
- The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-37367) filed with the Commission on April 30, 2015, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition, all reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The statements required to be so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

Exhibit

Number

Description

5.1	*	<u>Opinion of Ballard Spahr LLP.</u>
10.1		<u>2015 Equity Incentive Plan, as amended and restated on March 29, 2018 (incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2017, filed on March 29, 2018).</u>
23.1	*	<u>Consent of CohnReznick LLP.</u>
23.3	*	<u>Consent of Ballard Spahr LLP (contained in Exhibit 5.1).</u>
24.1		Power of Attorney (see signatures page to this Registration Statement).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, State of Maryland on May 15, 2019.

OPGEN, INC.

By: /s/ Evan Jones
Name: Evan Jones
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Evan Jones and Timothy C. Dec and each of them, as the true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Evan Jones</u> Evan Jones	Chief Executive Officer and Director (principal executive officer)	May 15, 2019
<u>/s/ Timothy C. Dec</u> Timothy C. Dec	Chief Financial Officer (principal financial officer and principal accounting officer)	May 15, 2019
<u>/s/ R. Donald Elsey</u> R. Donald Elsey	Director	May 15, 2019
<u>/s/ Timothy J.R. Harris</u> Timothy J.R. Harris	Director	May 15, 2019
<u>/s/ Tina Nova</u> Tina Nova	Director	May 15, 2019
<u>/s/ David M. Rubin</u> David M. Rubin	Director	May 15, 2019
<u>/s/ Misti Ushio</u> Misti Ushio	Director	May 15, 2019



1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
TEL 215.665.8500
FAX 215.864.8999
www.ballardspahr.com

May 15, 2019

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

Re: Registration of Shares of Common Stock on Form S-8 Registration Statement

Ladies and Gentlemen:

We have acted as counsel to OpGen, Inc., a Delaware corporation (the "Company"), in connection with the filing of the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), and the issuance of up to 345,828 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), under the OpGen, Inc. 2015 Equity Incentive Plan, as amended and restated (the "Plan").

In rendering this opinion, we have reviewed the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, the Plan and such certificates, documents, corporate records and other instruments and matters of law as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. In rendering this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with the originals of all instruments presented to us as copies and the genuineness of all signatures.

The opinion expressed below is based on the assumption that the Registration Statement has been filed by the Company with the U.S. Securities and Exchange Commission and will have become effective before any of the Shares are issued, and that persons acquiring the Shares will do so strictly in accordance with the terms of the Plan and will receive a prospectus containing all the information required by Part I of the Registration Statement before acquiring such Shares. The opinion is also based on the assumption that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued to participants pursuant to the terms of the Plan and, upon the issuance of any of the Shares, the total number of shares of common stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Amended and Restated Certificate of Incorporation.

Based on the foregoing, we are of the opinion that the Shares, when issued pursuant to the Plan in accordance with the terms and conditions thereof (including, where applicable, the payment of any exercise price, the satisfaction of any vesting or forfeiture restrictions and the achievement of applicable performance goals), will be legally issued, fully paid and non-assessable.

This opinion is limited to the matters expressly stated herein and no implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is limited to the Federal law of the United States of America and to the laws of the State of Delaware.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. 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.

Sincerely yours,

/s/ Ballard Spahr LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of OpGen, Inc. of our report dated February 27, 2019, 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, 2018 and 2017 and for the years then ended, which report is included in OpGen, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ CohnReznick LLP

Vienna, Virginia
May 15, 2019