

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

December 8, 2021
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)

9717 Key West Ave, Suite 100
Rockville, MD 20850
(Address of principal executive offices)(Zip code)

(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

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 5.07 — Submission of Matters to a Vote of Security Holders.

On December 8, 2021, OpGen, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”). The Company’s stockholders voted on the proposals listed below, each of which was described in the Company’s proxy statement for the Special Meeting dated October 29, 2021 (the “Proxy Statement”). At the Special Meeting, a total of 17,520,423 shares of common stock, par value \$0.01 per share, out of a total of 38,950,250 shares of common stock issued and outstanding and entitled to vote, and a total of 150,000 shares of the Company’s Series B Convertible Preferred Stock (the “Preferred Stock”), representing all of the issued and outstanding shares of Preferred Stock entitled to vote at the Special Meeting, each as of October 19, 2021, the record date for the Special Meeting, were represented in person or by proxy at the Special Meeting. As previously described in the Proxy Statement, each share of Preferred Stock entitled the holder to 30,000 votes on each of Proposal 1 and Proposal 2 at the Special Meeting; provided, that, with respect to Proposal 2, such votes were required to be counted by the Company in the same proportion as the aggregate shares of common stock were voted on such proposal.

The following is a summary of the voting results for the proposals voted upon at the Special Meeting:

1. Proposal 1 – Proposed Amendment to Reduce the Stockholder Vote for Amendments to the Charter. At the Special Meeting, the Company’s stockholders voted upon and approved the amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to reduce the stockholder approval requirement for changes to the Charter to a majority of the outstanding shares entitled to vote. The votes cast on this proposal were as follows:

4,505,398,716 votes	FOR the proposal
2,019,943 votes	AGAINST the proposal
154,047 votes	ABSTAIN
9,947,717 votes	Broker Non-Votes

2. Proposal 2 – Proposed Amendment to the Charter to Increase the Authorized Shares. At the Special Meeting, the Company’s stockholders voted upon and approved the amendment to the Charter to increase the authorized number of shares of capital stock from 60,000,000 to 110,000,000 shares, and the authorized number of shares of common stock from 50,000,000 to 100,000,000 shares. Of the shares of common stock voted on this proposal, approximately 79.8% voted in favor. Accordingly, approximately 79.8% of the votes represented by the shares of Preferred Stock were counted in favor of the proposal. The votes cast on this proposal were as follows:

3,603,400,209 votes	FOR the proposal
854,172,830 votes	AGAINST the proposal
59,902,382 votes	ABSTAIN
2 votes	Broker Non-Votes

3. Proposal 3 – Adjournment. At the Special Meeting, the Company’s stockholders voted upon and approved of an adjournment of the Special Meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, Proposal 2. Although the proposal was rendered moot because Proposal 2 was approved, the votes cast on this proposal were as follows:

13,823,223 votes	FOR the proposal
3,449,792 votes	AGAINST the proposal
247,407 votes	ABSTAIN
2 votes	Broker Non-Votes

Item 8.01 — Other Events.

On December 8, 2021, the Company issued a press release announcing the results of the Special Meeting. A copy of such press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated December 8, 2021.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 8, 2021

OpGen, Inc.

By: /s/ Oliver Schacht PhD

Name: Oliver Schacht PhD

Title: Chief Executive Officer



OpGen Announces Results of Special Meeting of Stockholders

ROCKVILLE, Md., December 8, 2021 – OpGen, Inc. (Nasdaq: OPGN, “OpGen” or the “Company”), a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease, today announced that stockholders have approved the two proposals voted on at the Company’s Special Meeting of Stockholders held on December 8, 2021.

The first proposal was to reduce the stockholder approval requirement for changes to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to a majority of the outstanding shares entitled to vote. The second proposal was an amendment to the Charter to increase the authorized number of shares of common stock from 50 million to 100 million. On proposal one, approximately 99.3% of the outstanding voting power of the Company’s capital stock voted in favor of the proposal. Of the shares of common stock voted on proposal two, approximately 79.8% voted in favor of the second proposal. As described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on October 29, 2021, the total votes represented by shares of the Company’s Series B Convertible Preferred Stock that were voted on proposal two were automatically counted by the Company in the same proportion as the shares of common stock voted on the proposal. Accordingly, approximately 79.8% of the votes represented by such shares of preferred stock were counted in favor of proposal two.

OpGen’s Chief Executive Officer, Oliver Schacht, commented, “We are very pleased that our stockholders strongly supported and voted to approve of these important matters. By successfully increasing the authorized number of shares, the Company achieved a critical milestone in its efforts to maintain flexibility and capacity to raise additional capital, when appropriate, for future growth and development.”

About OpGen, Inc.

OpGen, Inc. (Rockville, MD, USA) is a precision medicine company harnessing the power of molecular diagnostics and bioinformatics to help combat infectious disease. Along with subsidiaries, Curetis GmbH and Ares Genetics GmbH, we are developing and commercializing molecular microbiology solutions helping to guide clinicians with more rapid and actionable information about life threatening infections to improve patient outcomes, and decrease the spread of infections caused by multidrug-resistant microorganisms, or MDROs. OpGen’s product portfolio includes Unyvero®, Acuitas® AMR Gene Panel and the ARES Technology Platform including ARESdb®, using NGS technology and AI-powered bioinformatics solutions for antibiotic response prediction.

For more information, please visit www.opgen.com.

Forward-Looking Statements

This press release includes statements regarding the results of OpGen's Special Meeting of Stockholders. 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, 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 fact that we may not effectively use proceeds from recent financings, the realization of expected benefits of our business combination transaction with Curetis GmbH, the success of our commercialization efforts, the impact of COVID-19 on the Company's operations, financial results, and commercialization efforts as well as on capital markets and general economic conditions, 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.

OpGen:

Oliver Schacht
President and CEO
InvestorRelations@opgen.com

OpGen Press Contact:

Matthew Bretzius
FischTank Marketing and PR
matt@fishtankpr.com

OpGen Investor Contact:

Maxwell Colbert
Edison Group
mcolbert@edisongroup.com