

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

April 23, 2024  
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)

(301) 869-9683  
(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 1.01 Entry into a Material Definitive Agreement.**

On April 23, 2024, OpGen, Inc. (the “Company”) entered into a letter agreement (the “Agreement”) with Camtech Pte Ltd, a Singaporean family office (“Camtech”), for the sale of certain of the Company’s inventory and customer contracts for its Unyvero products. The transaction was entered into following the prior acquisition by Camtech in April 2024 of the assets from the Company’s subsidiary, Curetis GmbH (“Curetis”), as part of Curetis’ insolvency proceedings. The purchase price for the transaction is \$218,000, and the transaction is expected to close in May 2024. As part of such Agreement, the Company also offered Camtech the opportunity to purchase its remaining Unyvero inventory and assets for up to an additional \$176,000. Until such sale for the remaining inventory is completed, OpGen will maintain commercial operations and service support for the Unyvero systems. The foregoing transactions are part of the Company’s planned exit from its Unyvero business, as the Company continues to seek strategic alternatives.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

### **Forward-Looking Statements**

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are intended to qualify for the safe harbor from liability established thereunder. Such forward-looking statements are subject to risks and uncertainties that are often difficult to predict, are beyond the Company’s control, and which may cause results to differ materially from expectations, including the risks that the transactions described herein will not be consummated. In addition, for a further discussion of factors that could materially affect the outcome of the Company’s forward-looking statements and its future results and financial condition, see “Risk Factors” in Part I, Item 1A, of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 and its other reports filed with the Securities and Exchange Commission. The Company does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

### **Item 8.01 Other Events.**

On April 29, 2024, the Company issued a press release announcing the transactions contemplated by the Agreement. A copy of the 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

10.1 [Letter Agreement, dated April 23, 2024, between OpGen, Inc. and Camtech Pte Ltd](#)

99.1 [Press release dated April 29, 2024](#)

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: April 29, 2024

**OpGen, Inc.**

By: /s/ David Lazar

Name: David Lazar

Title: Chairman and Chief Executive Officer



To: Camtech Pte Ltd  
 5 Jalan Kilang Barat  
 #01-01 Petro Centre  
 Singapore 159349

April 23, 2024

Dear Meng Han, dear Siew Hwa

Based on your email offer dated April 12, 2024, regarding the US Unyvero Business, we would like to propose the following counteroffer:

US \$218k (will be formally offered to Dr. Volker Danckelmann via the current Curetis GmbH) for all of the existing Unyvero systems deployed in the field (27 Analyzers, 18 Lysators and 17 Cockpits) and all of the commercial customer contracts. It is understood that while OpGen will assign these contracts, such assignment is subject to approval by the respective customer counterparty.

Monthly consulting services and support contract of US \$17,500 with OpGen Inc. for services to be provided in the maintenance of existing business, hand-over and transition of the US Unyvero business and customer accounts by Faranak Atrzadeh and Oliver Schacht. Such contract to start effective immediately and will be prorated for the month of April 2024. For the avoidance of doubt, any field service engineering or logistics services to be provided by third party consultants or parties other than Ms. Atrzadeh and Mr. Schacht shall be invoiced at passthrough costs only.

After the end of June 2024, such services may be directly arranged between Curetis / Camtech and the individuals providing such services on a direct consulting or service contract basis.

For the above-mentioned elements, this letter shall be deemed to constitute a binding purchase order and acknowledgement of the same by both parties. OpGen shall invoice Camtech with such invoice payable within 10 days of receipt. For the avoidance of doubt, the below-mentioned additional Unyvero systems and components are not yet part of such a binding PO.

For the remaining inventory of Unyvero systems and spare parts, OpGen offers such a sale at the following price, to be triggered and paid within 3 months of signing:

Alabama warehouse: for the remaining inventory of Unyvero systems at that location including the takeover of the warehouse lease by Camtech / Curetis going forward:

- 16 Analyzers (@\$2.7k each), 9 Lysators (@\$500 each), 10 Cockpits (@ \$300 each): \$ 50,700

Ramar Maryland warehouse (incl 2 Analyzers and Lysators at Zollner in Germany owned by OpGen Inc. and 1 Lysator at Curetis in Germany owned by OpGen Inc.): for the remaining inventory of Unyvero systems at that location including the takeover of the warehouse lease by Camtech / Curetis going forward:

- 35 Analyzers (@\$2.7k each), 22 Lysators (@\$500 each), 13 Cockpits (@ \$300 each): \$ 109,400

If Camtech decides not to take the units within the 3-month period, it shall be able to purchase them within a 1 year period at a 10% higher price plus the warehouse leasing cost.

/s/ David Lazar

Name: David Lazar

Title: CEO

OpGen Inc.

Date: 23-April-2024

/s/ Oliver Schacht

Name: Oliver Schacht

Title: Executive VP Corporate Development

OpGen Inc.

Date: 23-April-2024

Acknowledged and accepted per the terms offered above by

/s/ Meng Han Kuok

Meng Han Kuok

Title: Managing Director

Camtech Pte Ltd

Date: 23-April-2024

/s/ Siew Hwa Ong

Siew Hwa Ong

Title: Managing Director

Camtech Pte Ltd

Date: 23-April-2024



### OpGen Provides Update on Business Operations and Strategic Opportunities

ROCKVILLE, Md., April 29, 2024 (GLOBE NEWSWIRE) – OpGen, Inc. (Nasdaq: OPGN, “OpGen” or “the Company”) announced today that it entered into an agreement to sell its commercial customer contracts and installed base of Unyvero systems to Camtech Pte Ltd (“Camtech”), a Singaporean family office for \$218,000. The transaction follows Camtech’s prior acquisition of all of Curetis GmbH’s (“Curetis”), the Company’s subsidiary, Unyvero assets, rights and businesses, as part of Curetis’ insolvency proceedings.

In addition, the Company’s subsidiary, Ares Genetics GmbH, sold all of its assets, including the ARESdb database and intellectual property portfolio to bioMerieux S.A., as part of Ares Genetics’ insolvency proceedings. Since the sales of both Curetis and Ares Genetics’ assets occurred as part of their insolvency proceedings, OpGen did not participate or have any involvement in such transactions.

OpGen plans to work with Camtech and the Curetis team during the upcoming months to transfer and transition its U.S. Unyvero customers and business. OpGen also offered Camtech the opportunity to acquire its remaining inventory of Unyvero systems for up to an additional \$176,000. Until such sale for the remaining inventory is completed, OpGen will maintain commercial operations and service support for the Unyvero systems.

The Chairman and CEO of OpGen, David Lazar, commented: “These transactions are consistent with our strategy of preparing OpGen for a potential strategic transaction, including a potential reverse merger of a private company into OpGen. We believe a strategic transaction would be an attractive proposition to OpGen stockholders who could benefit from future value growth.”

#### About OpGen, Inc.

OpGen, Inc. (Rockville, Md., U.S.A.) is a precision medicine company harnessing the power of molecular diagnostics and bioinformatics to help combat infectious disease. The Company distributes molecular microbiology solutions that help 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.

For more information, please visit [www.opgen.com](http://www.opgen.com)

#### Forward-Looking Statements

This press release includes statements regarding the sale of certain assets as well as the sale of assets by the Company’s subsidiaries as part of their insolvency proceedings. 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 regain compliance with Nasdaq Listing Rules, our ability to continue to finance our business and operations, and our liquidity and working capital requirements. 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:

David E. Lazar

CEO

[InvestorRelations@opgen.com](mailto:InvestorRelations@opgen.com)

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