

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

May 16, 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)

(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 1.01 Entry into a Material Definitive Agreement.**

On May 16, 2024, the Company entered into an Amendment Agreement (the “Amendment Agreement”) with the European Investment Bank (the “EIB”) relating to the previously disclosed settlement agreement, dated March 25, 2024, by and between the Company and the EIB (the “Settlement Agreement”). As previously disclosed, in connection with the sale and issuance of shares of preferred stock of the Company to David E. Lazar (the “Private Placement”), the Company entered into the Settlement Agreement with the EIB, which provided, among other things, for the settlement of outstanding liabilities between the EIB, the Company and the Company’s subsidiary, Curetis GmbH (“Curetis”), and the termination of the Company’s guarantee of Curetis’ debt to EIB. Pursuant to the Settlement Agreement, the Company agreed to pay a portion of the proceeds (the “Settlement Amount”) of the Private Placement to the EIB upon the final closing of the Private Placement. As a result of the delay of the final closing of the Private Placement due to the delay in filing the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, the Company and the EIB entered into the Amendment Agreement in order to extend the timing for the payment of the Settlement Amount to June 3, 2024.

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

**Item 3.03 Material Modifications to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 16, 2024, the Company announced that it intended to effect a reverse stock split (the “Reverse Stock Split”) of its issued and outstanding shares of common stock, par value \$0.01 per share (the “Common Stock”), at a ratio of 1 post-reverse-split share for every 10 pre-reverse-split shares (the “Reverse Split Ratio”). The Common Stock will continue to be traded on The Nasdaq Capital Market under the symbol “OPGN” and began trading on a split-adjusted basis when the markets opened on Monday, May 20, 2024, under a new CUSIP number, 68373L505.

As previously reported, at a Special Meeting of Stockholders held on May 9, 2024, the Company’s stockholders approved the Reverse Stock Split and authorized the Company’s board of directors (the “Board”) to effectuate the Reverse Stock Split through an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended, at a ratio between 1-for-2 and 1-for-10, with such ratio to be determined in the discretion of the Board. The Company filed the Amendment with the Secretary of State of the State of Delaware on May 17, 2024, and the Reverse Stock Split became effective in accordance with the terms of the Amendment on May 20, 2024 (the “Effective Time”).

Pursuant to the Amendment, at the Effective Time, every ten (10) shares of Common Stock issued and outstanding were automatically converted into one (1) issued and outstanding share of Common Stock, but without any change in the par value per share. Proportional adjustments were made to the number of shares of Common Stock issuable upon exercise of the Company’s outstanding stock options, restricted stock units, and warrants as well as the applicable exercise prices. Similarly, at the Effective Time, proportional adjustments were made to the conversion rate of the Company’s outstanding shares of preferred stock.

The Company's transfer agent, Pacific Stock Transfer Company ("PST"), will provide stockholders of record holding certificates representing pre-reverse-split shares of the Company's common stock, as of the effective date, a letter of transmittal providing instructions for the exchange of shares. Registered stockholders holding pre-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker's particular processes, and will not be required to take any action in connection with the Reverse Stock Split. The Reverse Stock Split impacts all holders of OpGen's common stock proportionally and will not impact any stockholders' percentage ownership of common stock (except to the extent the Reverse Stock Split results in any stockholder owning a fractional share). No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will receive a whole share in lieu of the fractional share.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

On May 16, 2024, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

##### (d) Exhibits

3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of OpGen, Inc., filed with the Secretary of State of the State of Delaware on May 17, 2024</a>
10.1	<a href="#">Amendment Agreement, dated May 16, 2024, by and between OpGen, Inc. and the European Investment Bank</a>
99.1	<a href="#">Press Release dated May 16, 2024</a>
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: May 22, 2024

**OpGen, Inc.**

By: /s/ David E. Lazar

Name: David E. Lazar

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED  
OF  
OPGEN, INC.**

OpGen, Inc., a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”);

DOES HEREBY CERTIFY AS FOLLOWS:

**FIRST:** The name of the corporation (the “Corporation”) is: OpGen, Inc.

**SECOND:** The Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of Delaware on May 7, 2015 (the “Restated Certificate”), a Certificate of Correction of the Restated Certificate was filed with the office of the Secretary of State of Delaware on June 6, 2016 (the “Certificate of Correction”), a Certificate of Amendment of the Restated Certificate was filed with the office of the Secretary of State of Delaware on January 17, 2018 (the “2018 Amendment”), a Certificate of Amendment of the Restated Certificate was filed with the office of the Secretary of State of Delaware on August 28, 2019 (the “2019 Amendment”), a Certificate of Amendment of the Restated Charter was filed with the office of the Secretary of State of Delaware on December 8, 2021 (the “First 2021 Amendment”), a second Certificate of Amendment of the Restated Charter was filed with the office of the Secretary of State of Delaware on December 9, 2021 (the “Second 2021 Amendment”), and Certificate of Amendment of the Restated Charter was filed with the office of the Secretary of State of Delaware on January 4, 2023 (the “2023 Amendment,” and together with the Restated Certificate, the Certificate of Correction, the 2018 Amendment, the 2019 Amendment, the First 2021 Amendment and the Second 2021 Amendment, the “Charter”).

**THIRD:** The Charter is hereby amended as follows:

(a) Article FOURTH of the Charter, is hereby supplemented by addition of the following paragraphs as new sixth and seventh paragraphs under “A. Common Stock.”:

Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the “Effective Time”), the shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the “Old Common Stock”) shall be reclassified into a different number of shares of Common Stock (the “New Common Stock”) such that each ten (10) shares of Old Common Stock shall, at the Effective Time, be automatically reclassified into one share of New Common Stock, subject to the treatment of fractional share interests described below. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been reclassified pursuant to the immediately preceding sentence. Stockholders who would otherwise be entitled to receive a fractional share of New Common Stock will be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of the reclassification effected by this Certificate of Amendment. No fractional shares of Common Stock shall be issued as a result of such reclassification.

From and after the Effective Time, the term “New Common Stock” as used in this Article FOURTH shall mean the Common Stock as provided in this Amended and Restated Certificate of Incorporation, as amended and corrected and as further amended by this Certificate of Amendment. The par value of the New Common Stock shall be \$0.01 per share.

**FOURTH:** The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**FIFTH:** This Certificate of Amendment shall be deemed effective on May 20, 2024 at 12:01 a.m. EST.

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment on this 17<sup>th</sup> day of May 2024.

**OPGEN, INC.**

By: /s/ David Lazar

Name: David Lazar

Title: CEO

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**C L I F F O R D  
C H A N C E**

**CLIFFORD CHANCE  
PARTNERSCHAFT MIT  
BESCHRÄNKTER BERUFSHAFTUNG**

Execution Version

EUROPEAN INVESTMENT BANK

AND

OPGEN, INC.

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**AMENDMENT AGREEMENT**

IN RELATION TO A SETTLEMENT AGREEMENT  
DATED 25 MARCH 2024

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CLIFFORD CHANCE PARTNERSCHAFT MIT BESCHRÄNKTER BERUFSHAFTUNG VON RECHTSANWÄLTEN, STEUERBERA-TERN UND SOLICITORS · SITZ: FRANKFURT AM MAIN · AG FRANKFURT AM MAIN PR 2669

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This amendment agreement (hereinafter referred to as “**Amendment Agreement**”) is entered into on 16 May 2024

**BETWEEN:**

(1) **OPGEN, INC.**, 9717 Key West Avenue, Suite 100, Rockville, Maryland 20850 USA (“**OpGen**”)

– hereinafter the  
“**OpGen**” –,

and

(2) **EUROPEAN INVESTMENT BANK**, 100 boulevard Konrad Adenauer, L-2950 Luxembourg, Luxembourg

– hereinafter “**EIB**” –

EIB and OpGen hereinafter referred to as the “**Parties**” and individually as a “**Party**”.

**PREAMBLE**

(A) EIB and OpGen entered into a Settlement Agreement dated 25 March 2024 (“**Settlement Agreement**”) settling liabilities and obligations under a Guarantee Agreement entered into between both Parties dated 9 July 2020.

(B) According to section 1.2 of the Settlement Agreement, OpGen undertook to pay the EIB Settlement Amount directly to EIB on the 10 May 2024 at the latest.

(C) Furthermore, according to section 1.3 of the Settlement Agreement OpGen undertook vis-à-vis EIB to pay the Curetis Settlement Amount directly to the Insolvency Administrator on the 10 May 2024 at the latest.

Diese Änderungsvereinbarung (nachstehend als “**Änderungsvereinbarung**” bezeichnet) wird am 16. Mai 2024 geschlossen

**ZWISCHEN:**

(1) **OPGEN, INC.**, 9717 Key West Avenue, Suite 100, Rockville, Maryland 20850 USA (“**OpGen**”)

– nachstehend der  
“**OpGen**” –,

und

(2) **EUROPEAN INVESTMENT BANK**, 100 boulevard Konrad Adenauer, L-2950 Luxemburg, Luxemburg

– nachstehend “**EIB**” –

EIB und OpGen werden im Folgenden als die “**Parteien**” und einzeln als “**Partei**” bezeichnet.

**PRÄAMBEL**

(A) Die EIB und OpGen schlossen am 25. März 2024 eine Vergleichsvereinbarung (“**Vergleichsvereinbarung**”), die unter anderem alle Verpflichtungen und Ansprüche der unter und im Zusammenhang mit einer zwischen den Parteien am 9. Juli 2020 geschlossenen Garantievereinbarung vergleicht.

(B) Gemäß Ziffer 1.2 der Vergleichsvereinbarung verpflichtete sich OpGen, den EIB Vergleichsbetrag spätestens am 10. Mai 2024 an die EIB zu zahlen.

(C) Überdies verpflichtete sich OpGen gegenüber EIB gemäß Ziffer 1.3 der Vergleichsvereinbarung, den Curetis Vergleichsbetrag spätestens am 10. Mai 2024 an den Insolvenzverwalter zu zahlen.



(D) Due to OpGen's delayed 10-k (annual report) filing with the Securities and Exchange Commission, the payment dates mentioned in Preambles (B) and (C) need to be postponed.

**THE PARTIES**, therefore, agree as follows:

1. **AMENDMENT**

1.1 Terms defined in the Settlement Agreement have the same meaning in this Amendment Agreement unless otherwise defined in this Amendment Agreement.

1.2 Section 1.2 of the Settlement Agreement is cancelled and revised as follows:

*OpGen undertakes to pay the EIB Settlement Amount directly to EIB without deduction, set-off, counterclaim, or withholding of any kind, (using "OUR" in the SWIFT payment order and clearly indicating the full legal name of the payer) to the following bank account of EIB on the 3 June 2024 at the latest:*

*Bank Name:  
The Bank of New York Mellon*

*SWIFT Address:  
IRVTUS3NXXX*

*Account No:  
890-0545-755 (FEDWIRE Routing nr. 021000018)*

*Reference:  
LR 81838 85536*

(D) Aufgrund der verspäteten Einreichung des Jahresberichts 10-k durch OpGen bei der *Securities and Exchange Commission* müssen die in den Präambeln (B) und (C) genannten Zahlungstermine verschoben werden.

**DIE PARTEIEN** vereinbaren daher, was folgt:

1. **ÄNDERUNG**

1.1 Die in der Vergleichsvereinbarung definierten Begriffe haben in dieser Änderungsvereinbarung dieselbe Bedeutung, sofern in dieser Änderungsvereinbarung nicht anders definiert.

1.2 Ziffer 1.2 der Vergleichsvereinbarung wird aufgehoben und wie folgt neu gefasst:

*OpGen verpflichtet sich, den EIB Vergleichsbetrag spätestens am 3. Juni 2024 direkt und ohne Abzug, Aufrechnung, Geltendmachung einer Gegenforderung, oder Vorenthaltung jeglicher Art (unter Verwendung von "OUR" im SWIFT-Zahlungsauftrag und unter eindeutiger Angabe des vollständigen juristischen Namens des Zahlungsauftraggebers) an die folgende Bankverbindung der EIB zu zahlen:*

*Bank Name:  
The Bank of New York Mellon*

*SWIFT Address:  
IRVTUS3NXXX*

*Kontodetails:  
890-0545-755 (FEDWIRE Routing nr. 021000018)*

*Verwendungszweck:  
LR 81838 85536*

1.3 Section 1.3 of the Settlement Agreement is cancelled and revised as follows:

*OpGen undertakes vis-à-vis EIB to pay the Curetis Settlement Amount directly to the Insolvency Administrator without deduction, setoff, counterclaim, or withholding of any kind on the 3 June 2024 at the latest.*

1.4 Otherwise, the provisions of the Settlement Agreement shall remain unaffected by this Amendment Agreement and in full force and effect.

1.5 The costs of negotiating and signing this Amendment Agreement shall be borne by OpGen in the amount of EUR 5,000.

## 2. NOTICES AND FINAL PROVISIONS

2.1 Sections 3 and 4 of the Settlement Agreement shall apply mutatis mutandis to this Amendment Agreement.

1.3 Ziffer 1.2 der Vergleichsvereinbarung wird aufgehoben und wie folgt neu gefasst:

*OpGen verpflichtet sich gegenüber EIB, den Curetis Vergleichsbetrag spätestens am 3. Juni 2024 direkt und ohne Abzug, Aufrechnung, Geltendmachung einer Gegenforderung, oder Vorenthaltung jeglicher Art an den Insolvenzverwalter zu zahlen.*

1.4 Im Übrigen bleiben die Regelungen der Vergleichsvereinbarung von dieser Änderungsvereinbarung unberührt und wirksam.

1.5 Die Kosten der Verhandlung und Unterzeichnung dieser Änderungsvereinbarung in Höhe von EUR 5.000 trägt OpGen.

## 2. MITTEILUNGEN UND SCHLUSSBESTIMMUNGEN

2.1 Die Ziffern 3 und 4 der Vergleichsvereinbarung gelten entsprechend für diese Änderungsvereinbarung.

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(Unterschriftenseiten folgen)

**SIGNATURE PAGE**

**OPGEN, INC.**

/s/ David Lazar

\_\_\_\_\_  
Name: David Lazar

Title: CEO

/s/ David Caplon

\_\_\_\_\_  
Name: David Caplon

Title: Corporate Controller

**EUROPEAN INVESTMENT BANK**

/s/ Maria-Teresa Massaad

Name: Maria-Teresa Massaad

Title: Head of Division

/s/ Oksana Vlasenko

Name: Oksana Vlasenko

Title: Investment Officer



## OpGen Announced 1-for-10 Reverse Stock Split

ROCKVILLE, Md., May 16, 2024 (GLOBE NEWSWIRE) -- OpGen, Inc. (Nasdaq: OPGN, "OpGen" or "the Company") today announced that the Company's board of directors has approved a 1-for-10 reverse stock split of its shares of common stock (the "Reverse Stock Split"). The Reverse Stock Split will become effective at 12:01 a.m. EST on May 20, 2024 and the Company's common stock will open for trading on The Nasdaq Capital Market on a post-split basis under the Company's existing trading symbol "OPGN." The new CUSIP number for the Company's common stock following the Reverse Stock Split will be 68373L505.

OpGen expects that the Reverse Stock Split, which was approved by its stockholders at a Special Meeting held on May 9, 2024, will increase the market price per share of common stock in order to regain compliance with The Nasdaq Capital Market's minimum bid price listing requirement of \$1.00 per share.

### Information for Stockholders

At the effective time of the Reverse Stock Split, every ten (10) shares of OpGen's issued and outstanding common stock will be automatically converted into one (1) issued and outstanding share of common stock without any change in the par value of \$0.01 per share. The Reverse Stock Split will reduce the Company's number of shares of outstanding common stock from approximately 12,624,902 shares to approximately 1,262,490 shares (not including shares of common stock issuable upon conversion of outstanding shares of preferred stock, which conversion rate will be proportionately adjusted). Proportionate adjustments will be made to the conversion and exercise prices of the Company's outstanding stock purchase warrants, stock options, and restricted stock units.

No fractional shares of common stock will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will automatically be entitled to have the fractional share rounded up to the nearest whole share. The Reverse Stock Split impacts all holders of OpGen's common stock proportionally and will not impact any stockholders' percentage ownership of common stock (except to the extent the Reverse Stock Split results in any stockholder owning a fractional share).

Pacific Stock Transfer Company ("PST") is acting as paying agent for OpGen with regard to the Reverse Stock Split. PST will provide stockholders of record holding certificates representing pre-split shares of the Company's common stock as of the effective date a letter of transmittal providing instructions for the exchange of shares. Registered stockholders holding pre-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker's particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

### 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).

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## **Forward-Looking Statements**

This press release includes statements regarding the execution of a reverse stock split of the Company's common stock. 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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