The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Names

X None

**Entity Type** 

0001293818

Name of Issuer

Limited Partnership

X Corporation

OPGEN INC

Limited Liability Company

Jurisdiction of Incorporation/Organization

General Partnership Business Trust

Other (Specify)

DELAWARE

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

**OPGEN INC** 

Street Address 1 Street Address 2

708 QUINCE ORCHARD ROAD SUITE 205

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

GAITHERSBURG MARYLAND 20878 240-813-1260

3. Related Persons

Last Name First Name Middle Name

Jones Evan

Street Address 1 Street Address 2

708 Quince Orchard Road

City State/Province/Country ZIP/PostalCode

Gaithersburg MARYLAND 20878

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Ushio Misti

Street Address 1 Street Address 2

708 Quince Orchard Road

City State/Province/Country ZIP/PostalCode

Gaithersburg MARYLAND 20878

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name C Dec Timothy **Street Address 1 Street Address 2** 708 Quince Orchard Road **State/Province/Country** ZIP/PostalCode City Gaithersburg **MARYLAND** 20878 **Relationship:** X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Rubin David M **Street Address 1 Street Address 2** c/o MGHIF Two Merck Drive City State/Province/Country ZIP/PostalCode Whitehouse Station **NEW JERSEY** 08889 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Harris J.R. Timothy **Street Address 1** Street Address 2 708 Quince Orchard Road State/Province/Country ZIP/PostalCode City MARYLAND Gaithersburg 20878 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** D'Andrea Harry **Street Address 1 Street Address 2** 708 Quince Orchard Road **State/Province/Country** ZIP/PostalCode City Gaithersburg **MARYLAND** 20878 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Nova Tina S **Street Address 1 Street Address 2** 708 Quince Orchard Road ZIP/PostalCode City State/Province/Country **MARYLAND** 20878 Gaithersburg

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Health Care Retailing Banking & Financial Services X Biotechnology Restaurants Commercial Banking Health Insurance Technology

Insurance

Investing Hospitals & Physicians
Investment Banking Pharmaceuticals
Pooled Investment Fund Other Health Care
Is the issuer registered as

Is the issuer registered as an investment company under the Investment Company Real Estate

Manufacturing Travel
Real Estate Airli

Act of 1940? Commercial Lodging & Conventions

Yes No Construction Tourism & Travel Services

Other Banking & Financial Services

Other Banking & Financial Services

Computers

Telecommunications

Other Technology

Airlines & Airports

Other Banking & Financial Services REITS & Finance Other Travel

Energy Residential Other

Other Real Estate

Electric Utilities

# 5. Issuer Size

Coal Mining

Oil & Gas

Other Energy

X Decline to Disclose

Not Applicable

Energy Conservation
Environmental Services

Revenue Range	OR	Aggregate Net Asset Value Rango	
No Revenues		No Aggregate Net Asset Value	
\$1 - \$1,000,000		\$1 - \$5,000,000	
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000	
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000	
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000	
Over \$100,000,000		Over \$100,000,000	

Decline to Disclose

Not Applicable

# 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)	
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)	
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 504 (b)(1)(iii) X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)	
Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)	
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		

# 7. Type of Filing

X New Notice Date of First Sale 2018-07-30 First Sale Yet to Occur Amendment

# 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities

Other (describe)

#### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient CRD Number X None

(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$285,512 USD or Indefinite

Total Amount Sold \$285,512 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

# 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

# 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
OPGEN INC	/s/ Timothy C. Dec	Timothy C. Dec	Chief Financial Officer	2018-08-03

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.