

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**OPGEN, INC**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_  
(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_  
(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_  
(2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_  
(3) Filing Party:

\_\_\_\_\_  
(4) Date Filed:

\_\_\_\_\_



**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**The Annual Meeting of Stockholders of OpGen, Inc. will be held on June 9, 2022, at 10:00 a.m. local time at the offices of OpGen, Inc.'s offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850**

**PROXY STATEMENT, PROXY AND 2021 ANNUAL REPORT TO STOCKHOLDERS ARE AVAILABLE AT:**

<http://www.pstvote.com/opgen2022>

Dear Stockholder:

The Annual Meeting of Stockholders of OpGen, Inc. has been called to consider and act upon the following matters:

- 1. Election of Directors.** The election of the five directors named in the attached Proxy Statement, to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified;
- 2. Amendment to Certificate of Incorporation.** The approval of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split at a ratio of not less than five-to-one and not more than twenty-to-one, such ratio and the implementation and timing of such Reverse Stock Split to be determined in the discretion of our Board of Directors;
- 3. Ratification of Appointment of Independent Accounting Firm.** Ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022;
- 4. Adjournment Proposal.** The approval of a proposal to adjourn the annual 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, the approval of the Amendment to the Certificate of Incorporation proposal; and
- 5. Other Matters.** The transaction of such other business as may lawfully come before the Annual Meeting or any adjournment(s) thereof.

Our Board of Directors recommends a vote "FOR" each of the directors nominated in proposal 1 and "FOR" proposals 2, 3 and 4.

Complete proxy materials, including the proxy card, are available to you on-line at <http://www.pstvote.com/opgen2022> or upon your request by e-mail or first-class mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

**This is not a ballot. You cannot use this notice to vote your shares.** You may vote on-line, by mail or in person. If you wish to vote on-line, you will need your "Control Number" (which can be found in the bottom right hand corner of this notice) and the web address, all of which will be included with or on the proxy card located on the Internet website stated above or mailed to you at your request. No other personal information will be required in order to vote in this manner. If you wish to vote by mail, simply print out the proxy card located on the Internet website stated above, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card. If you wish to vote in person at the Annual Meeting of Stockholders, simply check the box on the proxy card that you plan to attend. Your proxy card will not be used if you vote in person.

**Control Number:**

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**Important Notice Regarding the Availability of Proxy Materials  
for the Stockholder Meeting To Be Held on June 9, 2022**

(1) This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

(2) The Notice of the Meeting, Proxy Statement, Proxy and 2021 Annual Report to Stockholders are available at <http://www.pstvote.com/opgen2022>.

(3) If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 26, 2022 to facilitate timely delivery, otherwise you will not receive a paper or e-mail copy.

To request a paper copy of these items:

- Call our toll-free number – (866) 223-0448; or
- Visit our website at <http://www.pstvote.com/opgen2022>; or
- Send us an e-mail at [info@philadelphiastocktransfer.com](mailto:info@philadelphiastocktransfer.com).

Please clearly identify: (i) the items you are requesting; (ii) OpGen, Inc.; (iii) your name along with the Control Number located in the lower right hand corner of this notice and (iv) the name and address to which the materials should be mailed.

By Order of the Board of Directors

/s/ William E. Rhodes, III  
William E. Rhodes, III  
Chairman of the Board of Directors

**Control Number:**