

**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**

**July 18, 2017
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)

**708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878**
(Address of principal executive offices)

(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))

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 8.01 Other Events.

On May 12, 2017, OpGen, Inc. (the “Company”), received a written notification from The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it failed to comply with Nasdaq’s Marketplace Rule 5550(b)(1) because the Company’s stockholders’ equity as of March 31, 2017 fell below the required minimum of \$2,500,000 and, as of May 12, 2017, the Company did not meet the alternative compliance standards of market value of listed securities or net income from continuing operations for continued listing. In accordance with Nasdaq’s listing requirements, the Company had 45 calendar days to submit a plan to regain compliance. The Company’s compliance plan was filed on June 22, 2017.

On July 18, 2017, the Company completed its previously announced public offering (the “Offering”) of 18,164,195 units (the “Units”), each consisting of one share of the Company’s common stock, par value \$0.01 per share (“Common Stock”) and one common warrant to purchase one share of Common Stock, at an offering price per unit of \$0.40, and 6,835,805 pre-funded units, each consisting of one pre-funded warrant to purchase one share of Common Stock and one common warrant to purchase one share of Common Stock (the “Pre-funded Units”), at an offering price of \$0.39 per Pre-funded Unit, in lieu of issuing Units to such investors. A registration statement on Form S-1 relating to the Offering (File No. 333-218392) was declared effective by the Securities and Exchange Commission on July 12, 2017. The Offering was made only by means of a prospectus forming a part of the effective registration statement.

The Company issued a press release on July 19, 2017 regarding the completion of the Offering. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference.

The net proceeds of the Offering to the Company were approximately \$8.4 million, after deducting placement agent fees and expenses, and other expenses of the Offering. The Company believes, as of the date of this Current Report on Form 8-K, that as of July 18, 2017, the Company has regained compliance with the continued listing requirement of stockholders’ equity above \$2,500,000 under Nasdaq’s Marketplace Rule 5550(b)(1). Nasdaq will continue to monitor the Company’s ongoing compliance with the stockholders’ equity requirement for continued listing and, if at the time of its Quarterly Report on Form 10-Q for the period ending September 30, 2017, the Company does not evidence continued compliance with the requirement, the Company’s common stock may be subject to delisting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, issued on July 19, 2017

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.

OpGen, Inc.

Date: July 21, 2017

By: /s/ Timothy C. Dec

Timothy C. Dec
Chief Financial Officer

Exhibit Index

Exhibit No. Title

99.1 Press Release, issued July 14, 2017



OPGEN ANNOUNCES CLOSING OF \$10 MILLION PUBLIC OFFERING

GAITHERSBURG, Md. (July 19, 2017) (GLOBE NEWSWIRE) – OpGen, Inc. (NASDAQ: OPGN) announces the closing of its previously announced public offering of 18,164,195 units at \$0.40 per unit, and 6,835,805 pre-funded units at \$0.39 per pre-funded unit, raising gross proceeds of approximately \$10 million. The Company intends to use the net proceeds of this offering for general corporate purposes, including working capital and product development, particularly development of its rapid antibiotic resistance diagnostic product, and repayment of all outstanding bridge financing notes.

H.C. Wainwright & Co., LLC acted as the exclusive placement agent for the offering.

“We are pleased this public offering involving new and existing shareholders, as well as members of management, has been completed and look forward to advancing our business strategy,” said Evan Jones, chairman and chief executive officer of OpGen.

Each unit includes one share of common stock and one warrant to purchase one share of common stock at an exercise price of \$0.425 per share. Each pre-funded unit included one pre-funded warrant to purchase one share of common stock for an exercise price of \$0.01 per share, and one warrant to purchase one share of common stock at an exercise price of \$0.425 per share. The common warrants are exercisable immediately have a five-year term from the date of issuance.

A registration statement on Form S-1 relating to these securities was declared effective by the Securities and Exchange Commission (SEC) on July 12, 2017. The offering was made only by means of a prospectus forming part of the effective registration statement. Copies of the final prospectus relating to the offering may be obtained for free by visiting the SEC’s website at www.sec.gov or from the offices of H.C. Wainwright & Co., LLC by email at placements@hcwco.com or by phone at 646-975-6996.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About OpGen

OpGen, Inc. is harnessing the power of informatics and genomic analysis to provide complete solutions for patient, hospital and network-wide infection prevention and treatment.

OpGen, Acuitas, Acuitas Lighthouse and QuickFISH are registered trademarks of OpGen, Inc.

Forward-Looking Statements

This press release includes statements relating to the proceeds from the Company’s public offering and its products and services. 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 success of our commercialization efforts, 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 (SEC). 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.

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