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 3235-OMB Number: 0076 Estimated average burden hours per 4.00 response:

1. Issuer's Identity

**Previous CIK (Filer ID Number)** X None Names

**Entity Type** 

0001293818

X Corporation Name of Issuer Limited Partnership

**OPGEN INC** 

Limited Liability Company

Jurisdiction of

General Partnership

Incorporation/Organization **DELAWARE** 

**Business Trust** Other (Specify)

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

GAITHERSBURG **MARYLAND** 20878 240-813-1260

3. Related Persons

**Last Name** First Name Middle Name

Rhodes III William  $\mathbf{E}$ 

> **Street Address 1 Street Address 2**

708 Ouince 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

Crovetto Mario

> **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 Elsey R. Donald **Street Address 1 Street Address 2** 708 Quince Orchard Road State/Province/Country ZIP/PostalCode City 20878 Gaithersburg **MARYLAND** Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Prabhavathi Fernandes **Street Address 1 Street Address 2** 708 Quince Orchard Road **State/Province/Country** City ZIP/PostalCode Gaithersburg **MARYLAND** 20878 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Jones Evan **Street Address 1 Street Address 2** 708 Quince Orchard Road City **State/Province/Country** ZIP/PostalCode **MARYLAND** Gaithersburg 20878 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Oliver Schacht **Street Address 1 Street Address 2** 708 Quince Orchard Road City State/Province/Country ZIP/PostalCode Gaithersburg **MARYLAND** 20878 Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Bacher Johannes **Street Address 1 Street Address 2** 708 Quince Orchard Road State/Province/Country ZIP/PostalCode City **MARYLAND** 20878 Gaithersburg Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name  $\mathbf{C}$ Dec **Timothy Street Address 1 Street Address 2** 708 Quince Orchard Road ZIP/PostalCode State/Province/Country City

**MARYLAND** 

20878

Gaithersburg

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

## 4. Industry Group

Agriculture Banking & Financial Services

Commercial Banking

Insurance Investing

**Investment Banking** Pooled Investment Fund

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

Act of 1940?

Yes

Other Banking & Financial Services

No

**Business Services** 

Energy

**Coal Mining** 

Electric Utilities

**Energy Conservation** 

**Environmental Services** 

Oil & Gas

Other Energy

Health Care

X Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

**REITS & Finance** 

Residential

Other Real Estate

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

Investment Company Act Section 3(c)

## 5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
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
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

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

	mvestment Compan	myestinent Company Act Section 5(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 2020-11-25 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 Pooled Investment Fund Interests Debt Tenant-in-Common Securities X Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such Yes X No 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 Recipient CRD Number None Alliance Global Partners 8361 (Associated) Broker or Dealer CRD X None (Associated) Broker or Dealer X None Number None None **Street Address 1** Street Address 2 88 Post Road West 2nd Floor ZIP/Postal City State/Province/Country Code 06880 Westport CONNECTICUT State(s) of Solicitation (select all that apply) Check "All States" or check individual Foreign/non-US States 13. Offering and Sales Amounts **Total Offering Amount** \$10,000,000 USD or Indefinite **Total Amount Sold** \$9,974,027 USD Total Remaining to be Sold \$25,973 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: 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 \$648,311 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	Timothy C. Dec	Timothy C. Dec	CFO	2020-12-04

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.