

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

March 10, 2020  
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))

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
Common Stock Warrants (IPO)	OPGNW	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 8.01 Other Events.**

A special meeting of the stockholders of OpGen, Inc, a Delaware corporation (the "Company"), was convened at 10:00 a.m. Eastern time on March 10, 2020 to consider matters related to the previously announced business combination with Curetis GmbH.

On March 10, 2020, the Company issued a press release announcing the adjournment of the special meeting until 10:00 am, Eastern time, on March 30, 2020 at the offices of Ballard Spahr LLP, 1909 K Street, NW, 12th Floor, Washington DC. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Document
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99.1	<a href="#">Press Release issued by OpGen, Inc. dated March 10, 2020</a>
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## 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: March 10, 2020

**OpGen, Inc.**

By: /s/ Timothy C. Dec

Name: Timothy C. Dec  
Title: Chief Financial Officer

## Curetis N.V. Shareholders Approve Planned Business Combination with OpGen

- Key milestone achieved supporting planned business combination of Curetis Group and OpGen
  - OpGen adjourns Special Meeting to March 30, 2020

GAITHERSBURG, Md., March 10, 2020 (GLOBE NEWSWIRE) -- OpGen, Inc. (Nasdaq: OPGN) announced today that shareholders of Curetis N.V. have voted to approve the business combination of Curetis GmbH and OpGen. The successful completion of the Curetis vote at their Extraordinary General Meeting is an essential milestone for the planned business combination.

OpGen also held a Special Meeting of shareholders to approve the business combination transaction on March 10, 2020. Because a quorum was not represented at the Special Meeting, shareholders voted to adjourn the meeting in order to allow additional time for shareholders to vote on the proposal. Accordingly, the Special Meeting was adjourned to 10:00 a.m., local time, on Monday, March 30, 2020, at the offices of Ballard Spahr LLP, 1909 K Street, NW, 12th Floor, Washington DC. OpGen's shareholders as of the record date of January 24, 2020 will continue to be entitled to vote at the Special Meeting on March 30, 2020. As of March 9, 2020, the quorum was at 36% or 2.0 million shares voted. Approximately 2.8 million shares are required to achieve the 50% quorum threshold. Of those OpGen shareholders who have voted on the business combination proposal, more than 98% have voted in support of the transaction.

"We are pleased that Curetis shareholders have voted to approve the planned business combination of OpGen and Curetis. The vast majority of OpGen shareholders who have already voted have also been supportive of the combination," said Evan Jones, Chairman and CEO of OpGen. "In the coming weeks, we anticipate securing the additional votes needed to complete the combination of our two companies."

OpGen and Curetis entered into a definitive agreement to combine businesses on September 4, 2019. The closing of the transaction under such definitive agreement has not yet occurred and is subject to a number of significant closing conditions, including receipt of approval from the stockholders of OpGen. To this end, OpGen filed and furnished to its stockholders a proxy statement/prospectus and a notice of Special Meeting of OpGen shareholders at which the shareholders will vote to approve the business combination with Curetis. Until the closing occurs, each of OpGen and Curetis are operating as stand-alone businesses.

### About OpGen

OpGen, Inc. is a precision medicine company harnessing the power of molecular diagnostics and informatics to help combat infectious disease. We are developing molecular information products and services for global healthcare settings, helping to guide clinicians with more rapid and actionable information about life threatening infections, improve patient outcomes, and decrease the spread of infections caused by multidrug-resistant microorganisms, or MDROs.

Our molecular diagnostics and informatics products, product candidates and services combine our Acuitas molecular diagnostics and Acuitas Lighthouse informatics platform for use with our proprietary, curated MDRO knowledgebase. We are working to deliver our products and services, some in development, to a global network of customers and partners. The Acuitas AMR Gene Panel (RUO) is intended for Research Use Only and is not for use in diagnostic procedures. The Acuitas Lighthouse Software is not distributed commercially for antibiotic resistance prediction and is not for use in diagnostic procedures. For more information, please visit [www.opgen.com](http://www.opgen.com).

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

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## **Forward-Looking Statements**

This press release includes statements relating to the completion of the business combination with Curetis GmbH. 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, the fact that we have broad discretion as to the use of proceeds from OpGen's at-the-market offering that commenced in February 2020 and that we may not use the proceeds effectively; risks and uncertainties associated with market conditions, OpGen's ability to successfully and timely seek approval of, and obtain approval of its stockholders for the business combination with Curetis GmbH, satisfy the closing conditions under the Implementation Agreement, successfully combine the businesses of OpGen and Curetis GmbH, comply with the complexities of a global business, achieve the synergies we expect, successfully implement the combined company's strategic and business goals and objectives, advance our current and planned 510(k) clearance submissions with the FDA, and continue our activities under the New York State Infectious Disease Digital Health Initiative. 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.

## **No Offer or Solicitation**

This press release is neither an offer to purchase, nor a solicitation of an offer to sell, any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

## **Additional Information and Where to Find It**

In connection with the transactions contemplated by the Implementation Agreement (the definitive agreement related to the proposed business combination between the Company and Curetis GmbH), a Registration Statement on Form S-4 (File No. 333-234657) has been filed with and declared effective by the Securities and Exchange Commission (the "SEC"). Investors and security holders are encouraged to read the registration statement and any other relevant documents filed with the SEC, including the proxy statement/prospectus that forms a part of the registration statement. Such documents contain important information about the proposed transaction. The definitive proxy statement/prospectus was first mailed to stockholders of the Company on or about January 27, 2020. This communication is not a substitute for the registration statement, the proxy statement/prospectus or any other document that OpGen may send to its stockholders in connection with the proposed transaction. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), or from the Company at its website, [www.opgen.com](http://www.opgen.com).

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