

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OpGen, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

06-1614015

(I.R.S. Employer Identification No.)

**708 Quince Orchard Road, Suite 205
Gaithersburg, MD**

(Address of Principal Executive Offices)

20878

(Zip Code)

**OPGEN, INC.
2015 EQUITY INCENTIVE PLAN**
(Full title of the plan)

**Timothy C. Dec
Chief Financial Officer
708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878**

(Name and address of agent for service)

(240) 813-1260

(Telephone number, including area code, of agent for service)

with a copy to:

**Mary J. Mullany, Esquire
Ballard Spahr LLP
1735 Market Street
51st Floor
Philadelphia, Pennsylvania 19103
215-665-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, no par value	501,907 shares	\$ 1.55	\$ 777,955.85	\$ 78.34

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares of Common Stock issuable under the equity plan described below in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h) promulgated under the Securities Act, the price shown is based upon the average of the high and low prices reported for the Common Stock on the NASDAQ Capital Market on March 24, 2016.

PART II -

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

OpGen, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”), as an amendment to the Registrant’s Registration Statement on Form S-8 (File No. 333-205864), to register an additional 501,907 shares of its common stock, par value \$0.01 per share (“Common Stock”), for issuance under the OpGen, Inc. 2015 Equity Incentive Plan (the “Plan”). Pursuant to General Instruction E to Form S-8, Part I and Items 4-7 and 9 of Part II of the Registrant’s Registration Statement on Form S-8 (File No. 333-205864) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement are presented herein.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, filed or to be filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (filed with the Commission on March 30, 2016);

The Registrant's Current Report on Form 8-K/A, filed with the Commission on September 28, 2015 (Item 9.01); and

The description of the Registrant’s common stock contained in the Company's Registration Statement on Form 8-A (File No. 001-37367) filed with the Commission on April 30, 2015, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition, all reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The statements required to be so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1	2015 Equity Incentive Plan (Incorporated by reference to Exhibit 10.13 filed with Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-202478), filed with the Commission on April 6, 2015).
5.1	Opinion of Ballard Spahr LLP (filed herewith).
23.1	Consent of CohnReznick LLP (filed herewith).
23.2	Consent of CohnReznick LLP (filed herewith)
23.3	Consent of Ballard Spahr LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (see signatures page to this Registration Statement).

1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
TEL 215.665.8500
FAX 215.864.8999
www.ballardspahr.com

Exhibit 5.1

March 30, 2016

OpGen, Inc.
708 Quince Orchard Road, Suite 205
Gaithersburg, MD 20878

Re: Registration of Shares of Common Stock on Form S-8 Registration Statement

Ladies and Gentlemen:

We have acted as counsel to OpGen, Inc., a Delaware corporation (the “Company”), in connection with the filing of the Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), and the issuance of up to 501,907 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the OpGen, Inc. 2015 Equity Incentive Plan (the “Plan”).

In rendering this opinion, we have reviewed the Company’s Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, the Plan and such certificates, documents, corporate records and other instruments and matters of law as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. In rendering this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with the originals of all instruments presented to us as copies and the genuineness of all signatures.

The opinion expressed below is based on the assumption that the Registration Statement has been filed by the Company with the U.S. Securities and Exchange Commission and will have become effective before any of the Shares are issued, and that persons acquiring the Shares will do so strictly in accordance with the terms of the Plan and will receive a prospectus containing all the information required by Part I of the Registration Statement before acquiring such Shares. The opinion is also based on the assumption that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued to participants pursuant to the terms of the Plan and, upon the issuance of any of the Shares, the total number of shares of common stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Amended and Restated Certificate of Incorporation.

Based on the foregoing, we are of the opinion that the Shares, when issued pursuant to the Plan in accordance with the terms and conditions thereof (including, where applicable, the payment of any exercise price, the satisfaction of any vesting or forfeiture restrictions and the achievement of applicable performance goals), will be legally issued, fully paid and non-assessable.

This opinion is limited to the matters expressly stated herein and no implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is limited to the Federal law of the United States of America and to the laws of the State of Delaware.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Sincerely yours,

/s/ Ballard Spahr LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of OpGen, Inc. of our report, which includes an explanatory paragraph related to OpGen, Inc.'s ability to continue as a going concern, dated March 29, 2016 on our audits of the consolidated financial statements of OpGen, Inc. as of December 31, 2015 and 2014 and for the years then ended which report is included in OpGen, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ CohnReznick LLP

Vienna, Virginia
March 29, 2016

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-8 of OpGen, Inc. of our report, which includes an explanatory paragraph related to AdvanDx, Inc. and Subsidiary's ability to continue as a going concern, dated September 28, 2015, relating to the consolidated financial statements of AdvanDx, Inc. and Subsidiary as of and for the years ended December 31, 2014 and 2013, which is included in the Current Report on Form 8-K/A filed by OpGen, Inc. on September 28, 2015.

/s/ CohnReznick LLP

Vienna, Virginia
March 29, 2016
