SEC Form 4

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FORM 4

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

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section 30(n) of the investment Company Act of 1940						
1	d Address of Reporting F	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>OPGEN INC</u> [OPGN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
				x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O OPG	EN, INC.		11/10/2015		Chief Financia	al Officer			
708 QUINCE ORCHARD ROAD, SUITE 205									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable			
(Street)		20070		X	Form filed by One Reporting Person				
GAITHERSBURG MD		20878	_		Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (ties Acquired (A) or I Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(insu. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$1.7	11/10/2015		A		50,000		(1)	11/10/2025	Common Stock	50,000	\$0.00	50,000	D	
Restricted Stock Units	(2)	11/10/2015		Α		25,000		(3)	(3)	Common Stock	25,000	\$0.00	25,000	D	

Explanation of Responses:

1. The option vests 25% on November 10, 2016 and 6.25% quarterly thereafter on the first business day of each quarter for a period of three years, with acceleration of vesting in certain circumstances associated with a change of control.

2. Each restricted stock unit represents a right to receive one share of OpGen, Inc. common stock.

3. The restricted stock units vest in four equal annual installments beginning on November 10, 2016, with acceleration of vesting in certain circumstances associated with a change of control **Remarks:**

/s/ Timothy C. Dec

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

Date

11/12/2015

OMB APPROVAL