

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>HARRIS &amp; HARRIS GROUP INC /NY/</u> _____ (Last) (First) (Middle) 1450 BROADWAY 24TH FLOOR _____ (Street) NEW YORK NY 10018 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>OPGEN INC [ OPGN,OPGNW ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) 05/08/2015			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/08/2015		P		300,833	A	\$6	330,716	D	
Common Stock	05/08/2015		C		610,017	A	(1)	940,733	D	
Common Stock	05/08/2015		C		209,020	A	(2)	1,149,753	D	
Common Stock	05/08/2015		C		260,043	A	(3)	1,409,796	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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					
Series A Redeemable Convertible Preferred Stock	(1)	05/08/2015		C			610,017	(1)	(1)	Common Stock	610,017	\$0.00	0	D		
2014 Convertible Notes	(2)	05/08/2015		C			209,020	(2)	(2)	Common Stock	209,020	\$0.00	0	D		
2015 Convertible Notes	(3)	05/08/2015		C			260,043	(3)	(3)	Common Stock	260,043	\$0.00	0	D		
Warrants	\$6.6	05/08/2015		P			300,833		05/08/2015	05/08/2020	Common Stock	300,833	\$0.00	300,833	D	

**Explanation of Responses:**

- Series A Redeemable Convertible Preferred Stock automatically converted into common stock on a 1-to-1 basis upon the consummation of the Company's initial public offering.
- The 2014 Convertible Notes automatically converted into shares of Series A Preferred Stock upon the consummation of the Company's initial public offering at a conversion rate of one share of Series A Preferred Stock for every \$1.00 of principal converted. Each share of Series A Preferred Stock automatically converted into one share of common stock upon the consummation of the Company's initial public offering.
- The 2015 Convertible Notes converted into Series A Preferred Stock upon the consummation of the Company's initial public offering at a conversion rate of 1.25 shares of Series A Preferred Stock for each \$1.00 of principal converted. Each share of Series A Preferred stock automatically converted into one share of common stock upon the consummation of the Company's initial public offering.

**Remarks:**

/s/ Timothy C. Dec, Attorney-in-Fact 05/12/2015

\*\* Signature of Reporting Person Date

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.

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