

OPGEN INC
Form 4
May 12, 2015

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS & HARRIS GROUP INC /NY/

(Last) (First) (Middle)

1450 BROADWAY, 24TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OPGEN INC [OPGN,OPGNW]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/08/2015		P		300,833	A	\$ 6
Common Stock	05/08/2015		C		610,017	A	①
Common Stock	05/08/2015		C		209,020	A	②
Common Stock	05/08/2015		C		260,043	A	③

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Redeemable Convertible Preferred Stock	(1)	05/08/2015		C	610,017	(1)	(1)	Common Stock
2014 Convertible Notes	(2)	05/08/2015		C	209,020	(2)	(2)	Common Stock
2015 Convertible Notes	(3)	05/08/2015		C	260,043	(3)	(3)	Common Stock
Warrants	\$ 6.6	05/08/2015		P	300,833	05/08/2015	05/08/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS & HARRIS GROUP INC /NY/ 1450 BROADWAY 24TH FLOOR NEW YORK, NY 10018		X		

Signatures

/s/ Timothy C. Dec,
Attorney-in-Fact

05/12/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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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.

- (2) 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.

- (3) 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.

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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