

OPGEN INC
Form 4
May 24, 2016

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 *
Merck & Co., Inc.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 GALLOPING HILL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2016

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

KENILWORTH, NJ 07033

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/19/2016 | | A | 1,200,000 | A 1 2,679,022 | I | See Footnote (2) |

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

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SEC 1474 (9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Warrants | \$ 1.3125 | 05/19/2016 | | P | 900,000 | 08/17/2016 05/19/2021 | Common Stock | 9,700 |
| Common Stock and Warrants (Obligation to buy Units) | \$ 1.1438 | 05/19/2016 | | P | 2,734,427 | (3) (3) | Common Stock | 4,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Merck & Co., Inc. 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033 | | X | | |
| Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889 | | X | | |
| Merck Global Health Innovation Fund, LLC ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889 | | X | | |

Signatures

/s/Katie Fedosz as Attorney-In-Fact* 05/24/2016

**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) The reported securities are included within units ("Units") each Unit consisting of one share of the Company's common stock, par value \$0.01 per share (the "Common Stock") and (ii) a warrant to acquire 0.75 of one share of Common Stock for a purchase price of \$1.14375 per Unit.
- (2) These shares are owned directly by Merck Global Health Innovation Fund, LLC ("MGHIF"), which is a wholly owned subsidiary of Merck Sharp & Dohme Corp. ("MSD"), which is a wholly owned subsidiary of Merck & Co., Inc. ("Merck"). MSD and Merck are indirect beneficial owners of the reported securities.

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- (3) Represents future obligation of MGHIF to purchase additional Units for a purchase price of \$1.14375 per Unit within 60 days and subject to stockholder consent and notice to stockholders of same (including the filing of Schedule 14C and the twenty day waiting period), pursuant to the Amended and Restated Securities Purchase Agreement entered into on May 18, 2016.

Remarks:

*

Ms. Katie Fedosz is signing as Attorney-in-Fact pursuant to power of attorney dated July 23, 2015 granted by each Reporting

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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