

OPGEN INC
Form 4
May 12, 2015

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 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

OMB APPROVAL

OMB
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(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	330,716	D	
Common Stock	05/08/2015		C		610,017	A	<u>(1)</u>	940,733	D	
Common Stock	05/08/2015		C		209,020	A	<u>(2)</u>	1,149,753	D	
Common Stock	05/08/2015		C		260,043	A	<u>(3)</u>	1,409,796	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
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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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