

OPGEN INC  
Form 4  
June 29, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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.

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

KENILWORTH, NJ 07033

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/27/2016

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)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
Common Stock	06/27/2016		A	2,734,427	A 1 5,413,449	I	See Footnote (2)

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

Edgar Filing: OPGEN INC - Form 4

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 Securities (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Warrants	\$ 1.3125	06/27/2016		P	2,050,821	09/27/2016 06/27/2021	Common Stock	2,050,821

## 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\* 06/29/2016

\*\*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 were included within units ("Units") with 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 securities 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.

### 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.