

OPGEN INC
Form 4
May 24, 2016

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

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(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)

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

KENILWORTH, NJ 07033

(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 11 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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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	8. Title and Amount Underlying Security (Instr. 3 and 4)
Warrants	\$ 1.3125	05/19/2016		P	900,000	08/17/2016 05/19/2021	Common Stock	9
Common Stock and Warrants (Obligation to buy Units)	\$ 1.1438	05/19/2016		P	2,734,427	<u>(3)</u> <u>(3)</u>	Common Stock	4,7

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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