

OPGEN INC
Form 3
May 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HARRIS & HARRIS GROUP INC /NY/		(Month/Day/Year)	OPGEN INC [OPGN,OPGNW]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
1450 BROADWAY,Â FLOOR 24			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK,Â NYÂ 10018			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,883	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	610,017	\$ (1)	D	Â
2014 Convertible Notes	Â (2)	Â (2)	Common Stock	209,020	\$ (2)	D	Â
2015 Convertible Notes	Â (3)	Â (3)	Common Stock	260,043	\$ (3)	D	Â
Warrants	11/08/2015	02/17/2025	Common Stock	31,206	\$ 6.6	D	Â

Reporting Owners

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

Signatures

/s/ Daniel B. Wolfe,
President

05/06/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A Redeemable Convertible Preferred Stock will automatically convert into one share of common stock on May 8, 2015.

(2) The 2014 Convertible Notes will automatically convert into shares of Series A Preferred Stock on May 8, 2015 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 will automatically convert into one share of common stock on May 8, 2015.

(3) The 2015 Convertible Notes will convert into Series A Preferred Stock on May 8, 2015 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 will automatically convert into one share of common stock on May 8, 2015.

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.