

Merck Global Health Innovation Fund, LLC

Form 5

February 08, 2018

**FORM 5****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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2017

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

2000 GALLOPING HILL ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

KENILWORTH, NJ 07033

\_\_\_\_ 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)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information  
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SEC 2270  
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Security					(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)			(A)	(D)				
Warrant to Purchase Common Stock	\$ 19.5 <sup>(1)</sup>	06/28/2017	Â	A	13,120 <sup>(1)</sup>	Â	01/28/2018	06/28/2022	Common Stock	13,1 <sup>(1)</sup>

## Reporting Owners

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

## Signatures

/s/Katie Fedosz as  
Attorney-In-Fact\* 02/08/2018

\_\_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) These amounts reflect the Issuer's recently announced and effectuated a 1 for 25 reverse stock split on January 17, 2018.
- (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.

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### Remarks:

TheÂ reportingÂ personÂ ceasedÂ toÂ beÂ aÂ 10%Â ownerÂ onÂ FebruaryÂ 7,Â 2018,Â asÂ aÂ resultÂ ofÂ theÂ Issuer's

\*Â Ms.Â KatieÂ FedoszÂ isÂ signingÂ asÂ Attorney-in-FactÂ pursuantÂ toÂ powerÂ ofÂ attorneyÂ datedÂ JulyÂ 23,Â 20

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.