

Merck Global Health Innovation Fund, LLC
 Form 5
 February 08, 2018

FORM 5

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

OMB APPROVAL

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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

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

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

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
 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)	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 Ownership (Instr. 4)
				(A) or (D) Price			

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

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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	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 of Underlying Security (Instr. 3 and 4)

Security					(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Warrant to Purchase Common Stock	\$ 19.5 ⁽¹⁾	06/28/2017	Â	A	13,120 ⁽¹⁾	Â	01/28/2018	06/28/2022	Common Stock	13,1 ⁽¹⁾

Reporting Owners

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

The reporting person ceased to be a 10% owner on February 7, 2018, as a result of the Issuer's

* Ms. Katie Fedosz is signing as Attorney-in-Fact pursuant to power of attorney dated July 23, 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.