

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number) [0001494650](#)  
Name of Issuer [OptiNose, Inc.](#)  
Jurisdiction of Incorporation/Organization [DELAWARE](#)  
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year) [2010](#)  
 Yet to Be Formed

Previous Names  None

Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer [OptiNose, Inc.](#)  
Street Address 1 [WFD Ventures LLC](#)  
City [New York](#) State/Province/Country [NEW YORK](#)  
Street Address 2 [152 West 57th Street, 10th Floor](#)  
ZIP/PostalCode [10019](#) Phone Number of Issuer [\(212\) 527-5787](#)

**3. Related Persons**

Last Name [Miller](#) First Name [Peter](#) Middle Name  
Street Address 1 [OptiNose, Inc.](#) Street Address 2 [WFD Ventures LLC, 152 West 57th St.](#)  
City [New York](#) State/Province/Country [NEW YORK](#) ZIP/PostalCode [10019](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Djupesland](#) First Name [Helena](#) Middle Name [Kyttari](#)  
Street Address 1 [OptiNose AS, Oslo Innovation Centre](#) Street Address 2 [Gaustadalleen 21, 0349](#)  
City [Oslo](#) State/Province/Country [NORWAY](#) ZIP/PostalCode [N-0349](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Mahmoud](#) First Name [Ramy](#) Middle Name  
Street Address 1 [WFD Ventures LLC](#) Street Address 2 [152 West 57th St., 10th Floor](#)

City State/Province/Country ZIP/PostalCode  
New York NEW YORK 10019

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Andersen Henrik Bruun  
Street Address 1 Street Address 2  
OptiNose AS, Oslo Innovation Centre Gaustadalleen 21, 0349  
City State/Province/Country ZIP/PostalCode  
Oslo NORWAY N-0349

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Djupesland Per  
Street Address 1 Street Address 2  
OptiNose AS, Oslo Innovation Centre Gaustadalleen 21, 0349  
City State/Province/Country ZIP/PostalCode  
Oslo NORWAY N-0349

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
de Boer Klaas  
Street Address 1 Street Address 2  
Entrepreneurs Fund LP Windward House-La Route de la Liberation  
City State/Province/Country ZIP/PostalCode  
St. Helier JERSEY JE23BQ

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Doyle William F.  
Street Address 1 Street Address 2  
WFD Ventures LLC 152 West 57th St., 10th Floor  
City State/Province/Country ZIP/PostalCode  
New York NEW YORK 10019

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Pickering Lary  
Street Address 1 Street Address 2  
Avista Capital Holdings, LP 65 E. 55th Street, 18th Floor  
City State/Province/Country ZIP/PostalCode  
New York NEW YORK 10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
O'Neill Patrick  
Street Address 1 Street Address 2

Avista Capital Holdings, LP

65 E. 55th Street, 18th Floor

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Venkataraman

Sriram

Street Address 1

Street Address 2

Avista Capital Holdings, LP

65 E. 55th Street, 18th Floor

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care   | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology                | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance             | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians       | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals              | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input checked="" type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing                | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate   | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial                   | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction                 | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance              | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential                  | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate            |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

#### 5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- \$1 - \$1,000,000  
 \$1,000,001 - \$5,000,000  
 \$5,000,001 - \$25,000,000  
 \$25,000,001 - \$100,000,000  
 Over \$100,000,000  
 Decline to Disclose  
 Not Applicable

- \$1 - \$5,000,000  
 \$5,000,001 - \$25,000,000  
 \$25,000,001 - \$50,000,000  
 \$50,000,001 - \$100,000,000  
 Over \$100,000,000  
 Decline to Disclose  
 Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))  
 Rule 504 (b)(1)(i)  
 Rule 504 (b)(1)(ii)  
 Rule 504 (b)(1)(iii)  
 Rule 505  
 Rule 506  
 Securities Act Section 4(5)  
 Investment Company Act Section 3(c)  
 Section 3(c)(1)  
 Section 3(c)(2)  
 Section 3(c)(3)  
 Section 3(c)(4)  
 Section 3(c)(5)  
 Section 3(c)(6)  
 Section 3(c)(7)  
 Section 3(c)(9)  
 Section 3(c)(10)  
 Section 3(c)(11)  
 Section 3(c)(12)  
 Section 3(c)(13)  
 Section 3(c)(14)

**7. Type of Filing**

- New Notice Date of First Sale 2010-06-07  First Sale Yet to Occur  
 Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- Equity  
 Debt  
 Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  
 Pooled Investment Fund Interests  
 Tenant-in-Common Securities  
 Mineral Property Securities  
 Other (describe)  
Common Stock; Series A, B-1, B-2 and C Preferred Stock; Common Stock Warrants

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

A private offering of Series C Preferred Stock and Common Stock is being made in connection with, and subsequent to, a security-for-security exchange in the formation of the issuer.

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient

Recipient CRD Number  None

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)  All States

Check "All States" or check individual States  Foreign/non-US

### 13. Offering and Sales Amounts

Total Offering Amount \$48,750,011 USD or  Indefinite

Total Amount Sold \$21,055,999 USD

Total Remaining to be Sold \$27,694,012 USD or  Indefinite

Clarification of Response (if Necessary):

This amount does not include the FMV of the securities issued in the exchange.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
OptiNose, Inc.	/s/ Peter Miller	Peter Miller	President and Chief Executive Officer	2010-06-18

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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