

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Janis Michele</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>06/10/2022</u>		3. Issuer Name and Ticker or Trading Symbol <u>OptiNose, Inc. [OPTN]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Acting Chief Financial Officer</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O OPTINOSE, INC. 1020 STONY HILL ROAD, SUITE 300						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	
(Street)	(City)	(State)	(Zip)				
<u>YARDLEY</u>	<u>PA</u>	<u>19067</u>					

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	42,196 ⁽¹⁾	D	

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	03/11/2024	Common Stock	42,758	3.05	D	
Stock Option (Right to Buy)	(2)	12/20/2026	Common Stock	18,879	5.14	D	
Stock Option (Right to Buy)	(2)	10/12/2027	Common Stock	37,542	16	D	
Stock Option (Right to Buy)	(3)	02/28/2029	Common Stock	35,000	7.42	D	
Stock Option (Right to Buy)	(4)	03/06/2030	Common Stock	20,000	5.41	D	
Stock Option (Right to Buy)	(5)	03/04/2031	Common Stock	27,500	3.51	D	

Explanation of Responses:

- Includes 19,387 shares of common stock and 22,809 unvested restricted stock units (RSU) representing the right to receive one share of common stock of Optinose, Inc. upon vesting of each such RSU, subject to continued service with the Issuer.
- All option shares are exercisable.
- The option vests and becomes exercisable over a four-year period commencing on February 28, 2019. Twenty-five percent (25%) of the option vested and became exercisable on February 28, 2020, with the balance vesting in equal annual installments (rounded down to the nearest whole share) over the remaining three years of the four-year period, subject to continued service with the Issuer.
- The option vests and becomes exercisable over a four-year period commencing on March 6, 2020. Twenty-five percent (25%) of the option vested and became exercisable on March 6, 2021, with the balance vesting in equal annual installments (rounded down to the nearest whole share) over the remaining three years of the four-year period, subject to continued service with the Issuer.
- The option vests and becomes exercisable over a four-year period commencing on March 4, 2021. Twenty-five percent (25%) of the option vested and became exercisable on March 4, 2022, with the balance vesting in equal annual installments (rounded down to the nearest whole share) over the remaining three years of the four-year period, subject to continued service with the Issuer.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Anthony Krick, Attorney-in-Fact 06/10/2022
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Keith Goldan (the Chief Financial Officer), Michael Marino (the Chief Executive Officer), and Michael Marino (the Chief Operating Officer),

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, the undersigned
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (A) complete and execute any
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever :
The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _____2nd_____ day of ___June_____, 2022.

/s/ Michele Janis
Michele Janis