FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response | . 0.5 | | | | | | | | | |

| 1. Name and Address of Reporting Person* GROENHUYSEN WILHELMUS CM | | | | | | 2. Issuer Name and Ticker or Trading Symbol OptiNose, Inc. [OPTN] | | | | | | | | neck all appli | , | Perso | () | |
|--|---|--|--|---------------------------------------|--|---|----------|-------|--|------|--|--|---|---|---|--|--|---|
| (Last) | (F | irst) | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 06/08/2023 | | | | | | | | | ficer (give title | | 10% Ow Other (s _i below) | | |
| C/O OPTINOSE, INC. 1020 STONY HILL ROAD, SUITE 300 | | | | 4. If <i>i</i> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Lir | -/ | | | | | |
| (Street) | FV D/ | | 19067 | | | | | | | | | | | | iled by One i iled by More n | • | Ü | - 1 |
| YARDLEY PA 19067 | | | Ru | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | |
| | | Tab | le I - Non- | -Deriv | ative | Sec | curities | s Ac | quired, [| Disp | osed c | of, or Be | neficia | lly Owne | d | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | | Executio | | Date, | , Transaction Dispos Code (Instr. 5) | | Dispose | rities Acquired (A ed Of (D) (Instr. 3, | | Benefic Owned | ies Form ially (D) (Following (I) (I | | Direct Condinect Etr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | | Code | v | Amount | (A) (D) | Price | Reporte Transac (Instr. 3 | ported Insaction(s) str. 3 and 4) | | | Instr. 4) |
| 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 Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution D if any (Month/Day) | Date, | 4. Transaction Code (Instr. 8) | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4) | / F | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | | xpiration ate | Title | Amount or Number of Shares | | | | | |
| Stock Option (Right to | \$1.18 | 06/08/2023 | | | A | | 53,500 | | (1) | 06 | 5/08/2033 | Common Stock | 53,500 | \$0 | 53,500 | | D | |

Explanation of Responses:

1. The option vests and becomes exercisable on the earlier of (i) June 8, 2024 (the one-year anniversary of the date of grant) or (ii) the Issuer's 2024 annual meeting of stockholders, subject to continued service with the Issuer.

Remarks:

/s/ Anthony Krick, Attorney-in-

06/09/2023

Fact

** 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 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).

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.