

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 29, 2020



OPTINOSE, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation or Organization)

001-38241

(Commission File No.)

42-1771610

(I.R.S. Employer Identification No.)

**1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067**

(Address of principal executive offices and zip code)

(267) 364-3500

(Registrant's telephone number, including area code)
(Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	OPTN	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 29, 2020, the Board of Directors (the "Board") of OptiNose, Inc. (the "Company") appointed Catherine E. Owen as a member of the Board. Ms. Owen's appointment to the Board is to fill a newly created directorship resulting from the increase in the number of directors from eight (8) to nine (9) as approved by the Board. Ms. Owen was appointed as a Class III director, with an initial term expiring at the 2023 annual meeting of stockholders.

Ms. Owen will be compensated for her service on the Board in accordance with the Company's non-employee director compensation policy. Additionally, Ms. Owen entered into the Company's standard indemnification agreement for directors and officers, the form of which was filed as an exhibit to the Company's registration statement on Form S-1 (Registration No. 333-220515), and will be covered by the Company's directors' and officers' insurance policy.

There is no arrangement or understanding between Ms. Owen and any other person pursuant to which Ms. Owen was appointed as a director. Except as described herein, there are no existing or currently proposed transactions to which the Company or any of its subsidiaries is a party and in which Ms. Owen has a direct or indirect material interest.

On July 29, 2020, the Company issued a press release announcing the appointment of Ms. Owen to the Board. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release, dated July 29, 2020, issued by OptiNose, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

OptiNose, Inc.

By: /s/ Keith A. Goldan

Keith A. Goldan

Chief Financial Officer

Date: July 29, 2020



Optinose names Catherine E. Owen as Director

YARDLEY, Pa., July 29, 2020— **Optinose** (NASDAQ:OPTN), a pharmaceutical company focused on patients treated by ear, nose and throat (ENT) and allergy specialists, today announced its Board of Directors has named Catherine E. Owen as a new director.

Catherine currently serves as Senior Vice President, Major Markets at Bristol-Myers Squibb, overseeing commercial operations for the business in 18 countries including Japan, Germany, France, and others across Europe.

She joined BMS in 2019 from Johnson & Johnson, where she served most recently as President of Janssen Immunology North America, which launched new products in Crohn's disease and psoriasis and led the development of J&J's biosimilars strategy. Prior to leading Immunology, she was the President of the Infectious Diseases business in the US, responsible for the HIV, RSV, Flu, and Hepatitis B pipeline. Prior to that she worked in various functions and businesses at J&J and led the launches of multiple products in both Europe and the US. Catherine began her career in the pharmaceutical industry in 1992 at AstraZeneca in London as a production support pharmacist.

Catherine earned her Bachelor of Science degree in pharmacy from the University of Manchester and completed her registered pharmacy degree and was a member of the Royal Pharmaceutical Society, MRPhs. In 2019, in recognition of her efforts as a developer of talent, the Healthcare Businesswomen's Association (HBA) named Owen an HBA Luminary.

"We are pleased to welcome Catherine to the Optinose Board of Directors," stated Joe Scodari, Chairman of the Optinose Board of Directors. "Her global executive-level experience in the pharmaceuticals industry, along with her marketing, sales, and strategy acumen support our belief that she is an exceptional candidate to join our Board of Directors."

About Optinose

Optinose is a global specialty pharmaceutical company focused on serving the needs of patients cared for by ear, nose and throat (ENT) and allergy specialists. To learn more, please visit www.optinose.com or follow us on [Twitter](#) and [LinkedIn](#).

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