

**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): **June 30, 2022**



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))

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.

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

Item 1.02 Termination of a Material Definitive Agreement

On June 30, 2022, OptiNose, Inc. (the "Company") and certain entities affiliated with Avista Capital Partners (the "Stockholder Parties") mutually agreed to terminate that certain Stockholders' Agreement, dated as of October 2, 2017, by and among the Company and the Stockholder Parties (the "Stockholders' Agreement"). The Stockholders' Agreement provided the Stockholder Parties with the right to designate individuals for nomination to the Company's Board of Directors, subject to the number of outstanding shares of Company common stock held by the Stockholder Parties and other requirements set forth in the Stockholders' Agreement. There are currently no nominees of the Stockholder Parties serving on the Company's Board of Directors. A copy of the letter agreement between the Company and the Stockholder Parties mutually agreeing to terminate the Stockholders' Agreement in its entirety is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Letter Agreement, dated June 30, 2022, terminating that certain Stockholders' Agreement, dated October 2, 2017, by and among OptiNose, Inc. and certain of its stockholders
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Michael F. Marino

Michael F. Marino
Chief Legal Officer

Date: July 1, 2022

TERMINATION LETTER

June 30, 2022

BY ELECTRONIC MAIL

OptiNose, Inc.
1020 Stony Hill Road, Suite 300
Yardley, PA 19067
Attn: Michael Marino, Chief Legal Officer

Re: Termination of Stockholders' Agreement

Dear Mr. Marino:

Reference is hereby made to that certain Stockholders' Agreement, dated as of October 2, 2017 (the "**Stockholders' Agreement**"), by and among OptiNose, Inc. (the "**Company**") and the Avista Investors (as defined in the Stockholders' Agreement). The Company and the Avista Investors are each referred to herein by name or, collectively, as the "**Parties**."

Pursuant to Section 4.3 of the Stockholders' Agreement, the Parties hereby terminate the Stockholders' Agreement in its entirety, effective immediately.

If this letter agreement correctly reflects the Parties' mutual understanding and agreement, please so indicate by signing below.

Sincerely,

AVISTA CAPITAL PARTNERS II, LP

By: Avista Capital Partners GP II, LLC, as
general partner

By: /s/ Ben Silbert
Name: Ben Silbert
Title: GC

**AVISTA CAPITAL PARTNERS
(OFFSHORE) II, LP**

By: Avista Capital Partners GP II, LLC, as
general partner

By: /s/ Ben Silbert
Name: Ben Silbert
Title: GC

(OFFSHORE) II-A, LP

AVISTA CAPITAL PARTNERS

By: Avista Capital Partners GP II, LLC, as
general partner

By: /s/ Ben Silbert
Name: Ben Silbert
Title: GC

Agreed and Acknowledged:

OPTINOSE, INC.
/s/ Michael F. Marino
Name: Michael F. Marino
Title: Chief Legal Officer