

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OptiNose, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

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

(Address, including zip code, of Registrant's
principal executive offices)

42-1771610

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

**AMENDED AND RESTATED 2010 STOCK INCENTIVE PLAN
2017 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Peter K. Miller
Chief Executive Officer
OptiNose, Inc.**

**1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067
(267) 364-3500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With Copies to:

**Steven J. Abrams
Hogan Lovells US LLP
1735 Market Street, 23rd Floor
Philadelphia, PA 19103
(267) 675-4600**

**Michael F. Marino
Chief Legal Officer
OptiNose, Inc.
1020 Stony Hill Road, Suite 300
Yardley, PA 19067
(267) 364-3500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.001 par value per share				
- Amended and Restated 2010 Stock Incentive Plan	1,512,102	\$ 17.59	\$ 26,597,875	\$ 3,312
- 2017 Employee Stock Purchase Plan	378,025	\$ 17.59	\$ 6,649,460	\$ 828
Total	1,890,127		\$ 33,247,335	\$ 4,140

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 8, 2018.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional (i) 1,512,102 shares of common stock of OptiNose, Inc. (the “Registrant”) issuable pursuant to the OptiNose, Inc. Amended and Restated 2010 Stock Incentive Plan (the “2010 Plan”) and (ii) 378,025 shares of common stock of the Registrant to be issued pursuant to the OptiNose, Inc. 2017 Employee Stock Purchase Plan (the “2017 ESPP”). These additional shares of common stock have become reserved for issuance as a result of the operation of the “evergreen” provision in each of the 2010 Plan and the 2017 ESPP, which provides that the total number of shares subject to such plan will be increased on the first day of each fiscal year pursuant to a specified formula. The contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) for both the 2010 Plan and the 2017 ESPP on October 20, 2017 (File No. 333-221047), to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 18, 2017).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on October 18, 2017).
5.1*	Opinion of Hogan Lovells US LLP as to the legality of the securities being registered.
10.1	Amended and Restated 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-220515) filed with the Commission on October 11, 2017).
10.2	Form of Non-Qualified Stock Option Agreement to be Granted Under the Amended and Restated 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.17 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-220515) filed with the Commission on October 3, 2017).
10.3	2017 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.18 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-220515) filed with the Commission on October 11, 2017).
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2*	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page).

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Yardley, Commonwealth of Pennsylvania, on the 13th day of March, 2018.

OPTINOSE, INC.

By: /s/ PETER K. MILLER
Peter K. Miller
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of OptiNose, Inc., hereby severally constitute and appoint Peter K. Miller and Keith A. Goldan, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable OptiNose, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated.

Signature	Title	Date
<u>/s/ PETER K. MILLER</u> Peter K. Miller	Chief Executive Officer and Director (Principal Executive Officer)	March 13, 2018
<u>/s/ KEITH A. GOLDAN</u> Keith A. Goldan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 13, 2018
<u>/s/ JOSEPH C. SCODARI</u> Joseph C. Scodari	Chairman of the Board of Directors	March 13, 2018
<u>/s/ LARRY G. PICKERING</u> Larry G. Pickering	Vice Chairman of the Board of Directors	March 13, 2018
<u>/s/ SRIRAM VENKATARAMAN</u> Sriram Venkataraman	Director	March 13, 2018
<u>/s/ WILLIAM F. DOYLE</u> William F. Doyle	Director	March 13, 2018
<u>/s/ JOSHUA A. TAMAROFF</u> Joshua A. Tamaroff	Director	March 13, 2018
<u>/s/ WILHELMUS GROENHUYSEN</u> Wilhelmus Groenhuisen	Director	March 13, 2018
<u>/s/ SANDRA L. HELTON</u> Sandra L. Helton	Director	March 13, 2018



Hogan Lovells US LLP
 1735 Market Street, 23rd Floor
 Philadelphia, PA 19103
 T +1 267 675 4600
 F +1 267 675 4601
 www.hoganlovells.com

March 13, 2018

Board of Directors
 OptiNose, Inc.
 1020 Stony Hill Road, Suite 300
 Yardley, Pennsylvania 19067

Ladies and Gentlemen:

We are acting as counsel to OptiNose, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 1,890,127 shares of common stock, par value \$0.001 per share, of the Company (the “**Shares**”), consisting of (i) 1,512,102 Shares available for issuance under the OptiNose, Inc. Amended and Restated 2010 Stock Incentive Plan (the “**Plan**”) and (ii) 378,025 Shares available for issuance under the OptiNose, Inc. 2017 Employee Stock Purchase Plan (the “**ESPP**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations. As used herein, the term “Delaware General Corporation Law, as amended” includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan or the ESPP, as applicable, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Ulaanbaatar Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Zagreb. Business Service Centers: Johannesburg Louisville. For more information see www.hoganlovells.com

resolutions of the Board of Directors and in the Plan or the ESPP, as applicable, the Shares will be validly issued, fully paid and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2010 Stock Incentive Plan, and the 2017 Employee Stock Purchase Plan of OptiNose, Inc. of our report dated March 13, 2018, with respect to the consolidated financial statements of OptiNose, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Philadelphia, Pennsylvania
March 13, 2018