

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

OptiNose, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

Your **Vote** Counts!

OPTINOSE, INC.

2021 Annual Meeting
Vote by June 8, 2021
11:59 PM ET.

OPTINOSE, INC.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
PO BOX 1342
BRENTWOOD, NY 11717



D43723-P54429-Z79639

You invested in **OPTINOSE, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 9, 2021.**

Get informed before you vote

View the Notice & Proxy Statement, the Annual Report on Form 10-K and form of proxy online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to May 26, 2021. To request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

June 9, 2021
8:30 AM EDT

OptiNose, Inc.
1020 Stony Hill Road, Suite 300
Yardley, PA 19067

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting as described in the more complete proxy materials, which contain important information and are available on the Internet or by mail. You may view the proxy materials online at www.ProxyVote.com or easily request a free paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Voting Items	Board Recommends
1. Election of Directors, each to serve until the Company's 2024 Annual Meeting of Stockholders or until such person's successor is duly elected and qualified. Nominees: 01) Peter K. Miller 02) Tomas J. Heyman	☑ For All
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021.	☑ For
NOTE: To transact any other business that is properly brought before the Annual Meeting or any adjournments or postponements thereof.	

While we intend to hold the Annual Meeting in person as scheduled, we are sensitive to public health and travel concerns and recommendations that public health officials may issue in light of the coronavirus (COVID-19) pandemic. As a result, we may decide to hold the Annual Meeting virtually instead of in-person. We would publicly announce a determination to hold the Annual Meeting virtually in a press release available at www.optinose.com as soon as practicable before the Annual Meeting. In that event, the Annual Meeting would be conducted solely virtually, on the above date and time, via live audio webcast. You or your proxyholder could participate, vote and examine our stockholder list at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/OPTN2021 and using your control number included in this notice, but only if we decide to hold a virtual Annual Meeting.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".