

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): December 30, 2024



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.)

777 Township Line 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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this report is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 30, 2024, OptiNose, Inc. (the "Company") filed a Certificate of Amendment (the "Certificate of Amendment") to the Company's Fourth Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") with the Delaware Secretary of State, to effect a 1-for-15 reverse stock split (the "reverse split") of the Company's issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), effective at 8:00 a.m. Eastern Standard Time on that date (the "Effective Date"). Beginning with the opening of trading on December 31, 2024, the Common Stock will trade on the Nasdaq Global Select Market ("Nasdaq") on a split-adjusted basis under a new CUSIP number 68404V 209.

As a result of the reverse split, each fifteen (15) shares of Common Stock issued and outstanding will be automatically combined and converted into one issued and outstanding share of Common Stock. No fractional shares will be issued in connection with the reverse split. Stockholders who would otherwise be entitled to a fractional share of Common Stock will instead receive cash in lieu of fractional shares based on the closing price per share of the Common Stock as quoted on Nasdaq on the Effective Date (as adjusted to give effect to the reverse split).

The reverse split will not reduce the number of authorized shares of Common Stock or preferred stock (the "Preferred Stock"), or change the par values of the Common Stock or Preferred Stock. The reverse split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of Common Stock (except to the extent that the reverse split would result in some of the stockholders receiving cash in lieu of fractional shares). All outstanding restricted stock units, stock options and warrants entitling their holders to receive or purchase, as applicable, shares of Common Stock will be adjusted as a result of the reverse split, in accordance with the terms of each such security. In addition, the number of shares reserved for future issuance pursuant to the Company's 2010 Stock Incentive Plan, as amended, and the number of shares reserved for future issuance pursuant to the Company's 2017 Employee Stock Purchase Plan, as amended, will also be appropriately adjusted.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

As a result of the reverse split, as of immediately following the effectiveness of the reverse split, the number of issued and outstanding shares of Common Stock will be adjusted from 150,829,507 shares to approximately 10,055,300 shares.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of OptiNose, Inc., effective December 30, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements that involve estimates, assumptions, risks and uncertainties. Forward-looking statements include, but are not limited to, statements related to the reverse split and the timing thereof. The risks and uncertainties relating to the Company include general market conditions as well as other risks detailed from time to time in the Company's Securities and Exchange Commission filings, including in its Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024, June 30, 2024 and September 30, 2024. These forward-looking statements speak only as of the date of this Current Report on Form 8-K and the Company undertakes no obligation to publicly update any forward-looking statements to reflect new information, events or circumstances after the date of this Current Report on Form 8-K.

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/ Anthony J. Krick

Anthony J. Krick

Chief Accounting Officer

Date: December 30, 2024

**CERTIFICATE OF AMENDMENT OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
OPTINOSE, INC.**

OptiNose, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify as follows:

1. The name of the Corporation is OptiNose, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was May 26, 2010 (the “Original Certificate”). The Original Certificate was amended in its entirety pursuant to a Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on June 4, 2010 (the “Restated Certificate”). The Restated Certificate was amended pursuant to a Certificate of Amendment of Restated Certificate filed with the Secretary of State of the State of Delaware on November 18, 2011 (the “First Amendment”), and a Certificate of Amendment of Restated Certificate filed with the Secretary of State of the State of Delaware on April 1, 2014 (the “Second Amendment”). The Restated Certificate, as amended by the First Amendment and Second Amendment, was further amended in its entirety pursuant to a Second Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 18, 2014 (the “Second Restated Certificate”). The Second Restated Certificate was further amended in its entirety pursuant to a Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on March 24, 2017 (the “Third Restated Certificate”). The Third Restated Certificate was further amended in its entirety pursuant to a Fourth Amended and Restated Certificate of Incorporation filed with the Secretary of the State of Delaware on October 17, 2017 (the “Fourth Restated Certificate”). The Fourth Restated Certificate was amended pursuant to a Certificate of Amendment of Fourth Restated Certificate filed with the Secretary of State of the State of Delaware on June 14, 2023 (the “First Amendment to the Fourth Restated Certificate”).
2. This Certificate of Amendment to the Fourth Restated Certificate, as amended by the First Amendment to the Fourth Restated Certificate (the “Certificate of Incorporation”), amends Article 4 of the Certificate of Incorporation by (i) renumbering Article 4, Section 4.1 as Article 4, Section 4.1.1, and (i) adding the following after Article 4, Section 4.1.1:

4.1.2 Upon the filing and effectiveness (the “Effective Time”) of this Certificate of Amendment to the Certificate of Incorporation pursuant to the DGCL, and notwithstanding any contrary provision in the Certificate of Incorporation, each fifteen (15) shares of Common Stock issued and outstanding immediately prior to the Effective Time (the “Old Common Stock”) shall be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of the Corporation’s common stock, \$0.001 par value per share (the “New Common Stock”), without any action on the part of the Corporation or the holder thereof (such change, reclassification and combination being referred to herein as the “Reverse Stock Split”) and without increasing or decreasing the authorized number of shares of Common Stock or Preferred Stock. Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock resulting from such combination will be issued. In lieu of any fractional shares to which a holder

would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the closing price per share of the New Common Stock on The Nasdaq Stock Market LLC at the close of business on the date of the Effective Time. Each certificate that theretofore represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificates shall have been reclassified and combined; provided, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall be entitled to receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of whole shares of New Common Stock to which such person is entitled pursuant to the Reverse Stock Split. The Reverse Stock Split shall be effected on a record holder-by-record holder basis, such that any fractional shares of New Common Stock resulting from the Reverse Stock Split and held by a single record holder shall be aggregated.

3. This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Section 242 of the DGCL.

4. This Certificate of Amendment shall become effective as of 5 p.m., Eastern Time on December 30, 2024.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Certificate of Amendment on this 30th day of December, 2024.

OPTINOSE, INC.

By: /s/ Ramy Mahmoud

Name: Ramy Mahmoud

Title: Chief Executive Officer