

**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 11, 2018



OPTINOSE, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

001-38241

42-1771610

(State or Other Jurisdiction of Incorporation or Organization)

(Commission File No.)

(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.

Item 8.01 Other Events.

On June 11, 2018, OptiNose, Inc. (the "Company") and certain selling stockholders closed on the underwritten public offering (the "Offering") of 5,750,000 shares of Company common stock at a price of \$22.25 per share, including 750,000 shares of common stock sold pursuant to the underwriters' exercise in full of their option to purchase additional shares. Upon the closing of the Offering, 40,784,058 shares of Company common stock were outstanding. A copy of the press release issued by the Company announcing the closing of the Offering is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 11, 2018.

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: June 11, 2018



Optinose Announces Closing of Public Offering and Exercise in Full of the Underwriters' Option to Purchase Additional Common Shares

YARDLEY, Pa., June 11, 2018 OptiNose, Inc. (NASDAQ:OPTN), announced today the closing of its underwritten public offering of 5,750,000 of its common shares at a price to the public of \$22.25 per common share, including 750,000 common shares sold pursuant to the underwriters' exercise in full of their option to purchase additional common shares. The offering consists of 2,875,000 shares being sold by Optinose and 2,875,000 shares being sold by certain selling stockholders, resulting in aggregate net proceeds of approximately \$60.1 million to Optinose and approximately \$60.1 million to the selling stockholders, after deducting underwriting discounts and before offering expenses. Optinose will not receive any proceeds from the sale of shares by the selling stockholders.

Jefferies and Piper Jaffray acted as the lead book-running managers for the offering. BMO Capital Markets and RBC Capital Markets acted as joint book-running managers for the offering and Cantor acted as sole lead manager.

Registration statements relating to these securities were declared effective by the Securities and Exchange Commission on June 6, 2018. The offering was made only by means of a prospectus, which has been filed with the SEC and is available on the SEC's website, located at www.sec.gov. Copies of the final prospectus related to the offering may be obtained from: Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, or by telephone at 877-821-7388 or by email at Prospectus_Department@Jefferies.com; Piper Jaffray & Co., Attention: Prospectus Department, 800 Nicollet Mall, J12S03, Minneapolis, MN 55402, or by telephone at 800-747-3924 or by email at prospectus@pjc.com; BMO Capital Markets Corp., Attention: Equity Syndicate Department, 3 Times Square, 25th Floor, New York, NY 10036, or by telephone at 800-414-3627 or by email at bmopropectus@bmo.com; and RBC Capital Markets, LLC, Attention: Equity Syndicate, 200 Vesey Street, 8th Floor, New York, NY 10281-8098 or by telephone at 877-822-4089 or by email at equityprospectus@rbccm.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification of these securities under the securities laws of any such state or jurisdiction.

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. Optinose has offices in the U.S., the U.K. and Norway.

Optinose Investor Contact

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