
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

OptiNose, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

68404V100
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1.	Names of Reporting Persons Theodore H. Kruttschnitt, III	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States Citizen	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 9,105,789⁽¹⁾
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 9,105,789⁽¹⁾
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,105,789⁽¹⁾	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) 7.98%⁽²⁾	
12.	Type of Reporting Person (See Instructions) IN	

(1) Represents (i) 7,290,000 shares of common stock (“Common Stock”) and (ii) 1,815,789 warrants to purchase shares of common stock of the Issuer (“Warrants”).

(2) Calculated based on 112,311,984 shares of Common Stock outstanding as of November 1, 2023 as disclosed in the Issuer’s Form 10-Q filed November 9, 2023, as increased by 1,815,789 shares of common stock issuable in connection with the exercise of the 1,815,789 Warrants.

Item 1(a). Name of Issuer

OptiNose, Inc. (the "Issuer")

Item 1(b). Address of the Issuer's Principal Executive Offices

1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067

Item 2(a). Names of Persons Filing

See Item 2(c) below.

Item 2(b). Address of the Principal Business Office, or if none, Residence:

See Item 2(c) below.

Item 2(c). Citizenship

This Schedule 13G is being filed on behalf of Theodore H. Kruttschnitt, III, a United States citizen.

The address of the principal business office of the reporting person is:
c/o Theodore H. Kruttschnitt, III
3000 Ralston Avenue, Hillsborough, CA 94010

Item 2(d). Title of Class of Securities

Common Stock, \$0.001 par value ("Common Stock")

Item 2(e). CUSIP Number

68404V100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See response to Item 9 on the cover page.

(b) Percent of Class:

See response to Item 11 on the cover page.

(c) Number of shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See response to Item 5 on the cover page.

(ii) Shared power to vote or to direct the vote:

See response to Item 6 on the cover page.

(iii) Sole power to dispose or to direct the disposition of:

See response to Item 7 on the cover page.

(iv) Shared power to dispose or to direct the disposition of:

See response to Item 8 on the cover page.

(iii) Sole power to dispose or to direct the disposition of:

See response to Item 7 on the cover page.

(iv) Shared power to dispose or to direct the disposition of:

See response to Item 8 on the cover page.

The Reporting Person directly holds 7,290,000 shares of Common Stock and 1,815,789 Warrants, representing 7.98% of the Issuer's outstanding Common Stock. This percentage of ownership is based on 112,311,984 shares of Common Stock outstanding as of November 1, 2023 as disclosed in the Issuer's Form 10-Q filed November 9, 2023, as increased by 1,815,789 shares of common stock issuable in connection with the exercise of the 1,815,789 Warrants.

The filing of this Statement shall not be construed as an admission that the Reporting Person is, for the purpose of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2024

/s/ Theodore H. Kruttschnitt, III
Theodore H. Kruttschnitt, III