

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001494650			X Corporation
Name of Issuer			Limited Partnership
OptiNose, Inc.			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2010			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
OptiNose, Inc.			
Street Address 1		Street Address 2	
WFD Ventures LLC		152 West 57th Street, 10th Floor	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
New York	NEW YORK	10019	(212) 527-5787

3. Related Persons

Last Name	First Name	Middle Name
Miller	Peter	
Street Address 1	Street Address 2	
OptiNose, Inc.	WFD Ventures LLC, 152 West 57th St.	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Djupesland	Helena	Kyttari
Street Address 1	Street Address 2	
OptiNose AS, Oslo Innovation Centre	Gaustadalleen 21, 0349	
City	State/Province/Country	ZIP/PostalCode
Oslo	NORWAY	N-0349
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mahmoud	Ramy	
Street Address 1	Street Address 2	
WFD Ventures LLC	152 West 57th St., 10th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Andersen	Henrik	Bruun
Street Address 1	Street Address 2	
OptiNose AS, Oslo Innovation Centre	Gaustadalleen 21, 0349	
City	State/Province/Country	ZIP/PostalCode
Oslo	NORWAY	N-0349
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Djupesland	Per	
Street Address 1	Street Address 2	
OptiNose AS, Oslo Innovation Centre	Gaustadalleen 21, 0349	
City	State/Province/Country	ZIP/PostalCode
Oslo	NORWAY	N-0349
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
de Boer	Klaas	
Street Address 1	Street Address 2	
Entrepreneurs Fund LP	Windward House-La Route de la Liberation	
City	State/Province/Country	ZIP/PostalCode
St. Helier	JERSEY	JE23BQ
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Doyle	William	F.
Street Address 1	Street Address 2	
WFD Ventures LLC	152 West 57th St., 10th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pickering	Larry	
Street Address 1	Street Address 2	
Avista Capital Holdings, LP	65 E. 55th Street, 18th Floor	
City	State/Province/Country	ZIP/PostalCode

New York NEW YORK 10022

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
O'Neill	Patrick	
Street Address 1	Street Address 2	
Avista Capital Holdings, LP	65 E. 55th Street, 18th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Venkataraman	Sriram	
Street Address 1	Street Address 2	
Avista Capital Holdings, LP	65 E. 55th Street, 18th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | X Other Health Care | Other Technology |
| Pooled Investment Fund | Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | Airlines & Airports |
| Yes No | Commercial | Lodging & Conventions |
| Other Banking & Financial Services | Construction | Tourism & Travel Services |
| Business Services | REITS & Finance | Other Travel |
| Energy | Residential | Other |
| Coal Mining | Other Real Estate | |
| Electric Utilities | | |
| Energy Conservation | | |
| Environmental Services | | |
| Oil & Gas | | |
| Other Energy | | |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -
\$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -
\$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(5)

Rule 504 (b)(1)(iii)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2010-06-07 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

X Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

X Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

X Other (describe)

Common Stock; Series A, B-1, B-2 and C Preferred Stock;
Common Stock Warrants

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as
a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

A private offering of Series C Preferred Stock and Common Stock is being made in connection with, and subsequent to, a security-
for-security exchange in the formation of the issuer.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Recipient CRD Number X None

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$48,750,011 USD or Indefinite

Total Amount Sold \$21,055,999 USD

Total Remaining to be Sold \$27,694,012 USD or Indefinite

Clarification of Response (if Necessary):

This amount does not include the FMV of the securities issued in the exchange.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
OptiNose, Inc.	/s/ Peter Miller	Peter Miller	President and Chief Executive Officer	2010-06-18

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
