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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OPTINOSE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	2834 (Primary Standard Industrial Classification Code Number)	42-1771610 (I.R.S. Employer Identification Number)
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**1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067
(267) 364-3500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Peter K. Miller
Chief Executive Officer
OptiNose, Inc.
1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067
(267) 364 3500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Steven J. Abrams
Rachael M. Bushey
Hogan Lovells US LLP
1735 Market Street, 23rd Floor
Philadelphia, PA 19103
(267) 675-4600**

**Michael F. Marino
Chief Legal Officer
OptiNose, Inc.
1020 Stony Hill Road,
Suite 300
Yardley, PA 19067
(267) 364-3500**

**Divakar Gupta
Brian F. Leaf
Jeffrey P. Libson
Cooley LLP
1114 Avenue of the Americas
New York, NY 10036
(212) 479-6000**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-220515)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a
smaller reporting company)

Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, \$0.001 par value per share	1,437,500 shares	\$16.00	\$23,000,000.00	\$2,863.50

- (1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 187,500 shares that the underwriters have the option to purchase, and are in addition to the 7,187,500 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-220515), which included 937,500 shares that the underwriters have the option to purchase.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The Registrant previously registered securities at an aggregate offering price not to exceed \$122,187,500 on a Registration Statement on Form S-1 (File No. 333-220515), which was declared effective by the Securities and Exchange Commission on October 12, 2017. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,000,000.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (this "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional shares of common stock, par value \$0.001 per share, of OptiNose, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-220515) (the "Prior Registration Statement"), which the Commission declared effective on October 12, 2017, and is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,437,500 shares, including 187,500 shares that may be sold pursuant to the underwriters' option to purchase additional shares. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	Opinion of Hogan Lovells US LLP.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the signature page of the Registrant's registration statement on Form S-1 (File No. 333-220515), filed with the Commission on September 18, 2017).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Yardley, Commonwealth of Pennsylvania, on the 12th day of October, 2017.

OPTINOSE, INC.

By: /s/ PETER K. MILLER

Name: Peter K. Miller
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> /s/ PETER K. MILLER Peter K. Miller	Chief Executive Officer and Director (Principal Executive Officer)	October 12, 2017
* <hr/> Keith A. Goldan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 12, 2017
<hr/> Joseph C. Scodari	Chairman of the Board of Directors	October 12, 2017
* <hr/> Larry G. Pickering	Vice Chairman of the Board of Directors	October 12, 2017
* <hr/> Sriram Venkataraman	Director	October 12, 2017
* <hr/> William F. Doyle	Director	October 12, 2017
* <hr/> Joshua A. Tamaroff	Director	October 12, 2017
<hr/> Richard A. Bierly	Director	October 12, 2017

Signature

Title

Date

Wilhelmus Groenhuysen

Director

October 12, 2017

*By:

/s/ PETER K. MILLER

Peter K. Miller,
Attorney-in-fact

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[SIGNATURES](#)

The logo for Hogan Lovells, featuring the name "Hogan Lovells" in a serif font, with "Hogan" on the top line and "Lovells" on the bottom line, both in a dark grey color.

Hogan Lovells US LLP
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Philadelphia, PA 19103
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www.hoganlovells.com

October 12, 2017

Board of Directors
OptiNose, Inc.
1020 Stony Hill Road, Suite 300
Yardley, Pennsylvania 19067

Ladies and Gentlemen:

We have acted as counsel to OptiNose, Inc., a Delaware corporation (the "**Company**"), in connection with its filing of (a) a registration statement on Form S-1 (File No. 333-220515) (as amended or supplemented, the "**Initial Registration Statement**") pursuant to the Securities Act of 1933, as amended (the "**Act**"), and (b) a registration statement on Form S-1 filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Act (the "**462(b) Registration Statement**," and together with the Initial Registration Statement, the "**Registration Statement**"). This opinion letter is furnished in connection with the Company's filing of the 462(b) Registration Statement relating to the proposed public offering of up to 1,437,500 shares of common stock, par value \$0.001 per share, of the Company (the "**Shares**"), all of which Shares are to be sold by the Company. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the 462(b) Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations. As used herein, the term "Delaware General Corporation Law, as amended" includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) execution and delivery by the Company of the Underwriting Agreement, (ii) issuance of the Shares pursuant to the terms of the Underwriting Agreement, and (iii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors and the Pricing Committee of the Board of Directors, the Shares will be validly issued, fully paid and nonassessable.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. "Hogan Lovells" is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Ulaanbaatar Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Zagreb. Business Service Centers: Johannesburg Louisville. For more information see www.hoganlovells.com

This opinion letter has been prepared for use in connection with the 462(b) Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the 462(b) Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus constituting a part of the Initial Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

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[EXHIBIT 5.1](#)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated June 23, 2017 (except for Note 14(c), as to which the date is September 18, 2017, and for Note 14(d), as to which the date is October 10, 2017), with respect to the consolidated financial statements of OptiNose, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-220515) and related Prospectus of OptiNose, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
October 12, 2017

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[Exhibit 23.1](#)

[Consent of Independent Registered Public Accounting Firm](#)