

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Mahmoud Ramy A</u>			2. Issuer Name and Ticker or Trading Symbol <u>OptiNose, Inc. [ OPTN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>President and COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O OPTINOSE, INC. 1020 STONY HILL ROAD, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>YARDLEY PA 19067</u>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2022		A		59,190 <sup>(1)</sup>	A	\$0	340,039	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.85	01/11/2022		A		88,785		(2)	01/11/2032	Common Stock	88,785	\$0	88,785	D	
Stock Option (Right to Buy)	\$1.85	01/11/2022		A		172,430 <sup>(3)</sup>		(4)	01/11/2026	Common Stock	172,430	\$0	172,430	D	

**Explanation of Responses:**

- Represents the grant of restricted stock units (RSUs). Twenty-five percent (25%) of the RSUs vest on January 11, 2023, and the balance vests in equal quarterly installments over the remaining three years of the four-year period, subject to continued service with the Issuer. Each RSU represents the right to receive one share of common stock of OptiNose, Inc.
- The option vests and becomes exercisable over a four-year period commencing on January 11, 2022. Twenty-five percent (25%) of the option vests and becomes exercisable on January 11, 2023, and the balance vests in equal monthly installments (rounded down to the nearest whole share) over the remaining three years of the four-year period, subject to continued service with the Issuer.
- Represents the maximum number of options eligible to vest during the 4-year vesting period subject to the achievement of certain performance-based objectives relating to the trading price of OptiNose, Inc. common stock. If the minimum performance criteria relating to the trading price of OptiNose, Inc. common stock is not achieved, then none of the options will be eligible to vest.
- The option vests and becomes exercisable over a four-year period, commencing on January 11, 2022, subject to the achievement of certain performance-based objectives relating to the trading price of OptiNose, Inc. common stock and continued service with the Issuer.

**Remarks:**

/s/ Anthony Krick, Attorney-in-Fact 01/12/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.