

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>WFD Ventures LLC</u> (Last) (First) (Middle) <u>C/O WFD VENTURES LLC</u> <u>1500 BROADWAY, 17TH FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	10/17/2017		C		3,013,139 ⁽¹⁾	A	(2)	3,013,139	I	TKWD Ventures LLC ⁽³⁾

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				
Series B-2 Convertible Preferred Stock	(2)	10/17/2017		C		719,225		(2)	(2)	Common Stock	2,077,049	\$0	0	I	TKWD Ventures LLC ⁽³⁾
Series C Convertible Preferred Stock	(2)	10/17/2017		C		41,160		(2)	(2)	Common Stock	118,865	\$0	0	I	TKWD Ventures LLC ⁽³⁾
Series C-1 Convertible Preferred Stock	(2)	10/17/2017		C		190,440		(2)	(2)	Common Stock	549,971	\$0	0	I	TKWD Ventures LLC ⁽³⁾
Series C-2 Convertible Preferred Stock	(2)	10/17/2017		C		92,543		(2)	(2)	Common Stock	267,254	\$0	0	I	TKWD Ventures LLC ⁽³⁾

1. Name and Address of Reporting Person*
WFD Ventures LLC

 (Last) (First) (Middle)
C/O WFD VENTURES LLC
1500 BROADWAY, 17TH FLOOR

 (Street)
NEW YORK NY 10036

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TKWD Ventures LLC

 (Last) (First) (Middle)
C/O WFD VENTURES LLC
1500 BROADWAY, 17TH FLOOR

 (Street)

NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

1. Represents the total number of shares of Common Stock received by TKWD Ventures LLC upon conversion of Series B-2, Series C, Series C-1 and Series C-2 Preferred Stock in connection with the closing of the Issuer's initial public offering.
2. The Series B-2, Series C, Series C-1, and Series C-2 Preferred Stock converted into Common Stock on a 2.8879-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series B-2, Series C, Series C-1 and Series C-2 Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
3. The reportable securities are owned directly by TKWD Ventures LLC. WFD Ventures LLC is the general partner of TKWD Ventures LLC and may be deemed to have sole voting and investment power over the shares owned by TKWD Ventures LLC.

TKWD Ventures LLC, by WFD Ventures LLC, its general partner /s/ William F. Doyle, Managing Partner 10/19/2017

WFD Ventures LLC /s/ William F. Doyle, Managing Partner 10/19/2017

** 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.