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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

OPTINOSE, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

68404V100
(CUSIP Number)

MVM Partners, LLC
Old City Hall
45 School Street
Boston, MA 02108
Attn: Eric Bednarski

Troutman Pepper Hamilton Sanders LLP
400 Berwyn Park
899 Cassatt Road
Berwyn, PA 19312
Attn: Scott Jones, Esq.

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 1, 2022
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* 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 the 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 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS MVM Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 12,500,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 12,500,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,500,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.0%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS MVM Partners LLP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) --	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS MVM V LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 12,247,476
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 12,247,476
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,247,476	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.7%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS MVM GP (No.5) LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 252,524
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 252,524
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 252,524	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.30%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

Explanatory Note

This Amendment No. 1 amends and supplements the Schedule 13D filed by the Reporting Persons on December 23, 2022 (the “Schedule 13D”). Capitalized terms used herein and not defined have the meaning ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is amended and supplemented as follows:

On July 1, 2022 MVM Partners, LLC (“New Advisor”) replaced MVM Partners LLP (“Former Advisor”) as the investment advisor to the Funds. As a result, the Former Advisor’s indirect beneficial interest in the issuer was transferred to the New Advisor and the Former Advisor no longer holds any direct or indirect interest in the Issuer and disclaims any beneficial ownership of the securities of the Issuer as of the date of this Amendment.

This Amendment No. 1 is being filed on behalf of (i) the New Advisor, (ii) MVM V LP (“MVM V”), and (iii) MVM GP (No. 5) LP (“MVM GP”), collectively with MVM V, the “Funds” and collectively with the New Advisor, the Former Advisor and MVM V, the “Reporting Persons”).

The New Advisor provides investment advisory services to the Funds, which directly hold the shares of Common Stock reflected as being beneficially owned by the Funds herein, and in such capacity The New Advisor has voting and dispositive power over such shares. Investment decisions for the Funds are made by an investment committee at the New Advisor which consists of two individuals. No single individual member of the Investment Committee, or any other individual at the New Advisor, has the power to unilaterally make investment decisions for the New Advisor or the Funds or to direct the voting or disposition of the shares. The Former Advisor has no power to make investment decisions for the New Advisor or the Funds with respect to the shares or to direct the voting or disposition of the shares.

Dr. Eric Bednarski and Kyle Dempsey, both investment managers and officers at the New Advisor, are members of the board of directors of the Issuer.

The Reporting Persons have entered into a joint filing agreement, dated November 22, 2022, a copy of which is attached hereto as Exhibit 1.

The principal business address and principal office of the Reporting Persons is Old City Hall, 45 School St., Boston, MA 02108. The principal business of the New Advisor and each Fund is making and managing growth equity-focused investments.

During the last five years, none of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding such Reporting Person or entity or person is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and supplemented as follows:

The information contained in the cover pages of this Amendment is incorporated herein by reference. The percentages used in this Amendment are calculated based upon on a total of 83,520,471 outstanding shares of Common Stock of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed on November 10, 2022.

Each of the Reporting Persons may be deemed a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and may be deemed to share power to vote or direct the vote of (and share power to dispose or direct the disposition of) the securities of the Issuer owned by the other Reporting Persons. The filing of this Amendment shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities of the Issuer reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended and supplemented as follows:

Joint Filing Agreement

The Reporting Persons are parties to an Amended and Restated Joint Filing Agreement with respect to the joint filing of this Schedule 13D and any amendments thereto. The Amended and Restated Joint Filing Agreement is filed as Exhibit 1 to this Amendment and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is amended and supplemented as follows:

1 Amended and Restated Joint Filing Agreement, dated November 22, 2022

SIGNATURES

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: November 22, 2022

MVM Partners, LLC

By: /s/ Eric Bednarski

Name: Eric Bednarski

Title: Vice President

MVM Partners LLP

By: /s/ Neil Akhurst

Name: Neil Akhurst

Title: Partner

MVM V LP

By: MVM Partners, LLC, its Fund Manager

By: /s/ Eric Bednarski

Name: Eric Bednarski

Title: Vice President

MVM GP (No. 5) LP

By: MVM Partners, LLC, its Fund Manager

By: /s/ Eric Bednarski

Name: Eric Bednarski

Title: Vice President

AMENDED AND RESTATED
JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the statement on Schedule 13D with respect to the beneficial ownership by the undersigned of the Common Stock of OptiNose, Inc., \$0.001 par value per share, to which this Joint Filing Agreement is filed as an exhibit, has been filed on behalf of each of the undersigned, and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: November 22, 2022

MVM Partners, LLC

By: /s/ Eric Bednarski
Name: Eric Bednarski
Title: Vice President

MVM Partners LLP

By: /s/ Neil Akhurst
Name: Neil Akhurst
Title: Partner

MVM V LP

By: MVM Partners, LLC, its Fund Manager

By: /s/ Eric Bednarski
Name: Eric Bednarski
Title: Vice President

MVM GP (No. 5) LP

By: MVM Partners, LLC, its Fund Manager

By: /s/ Eric Bednarski
Name: Eric Bednarski
Title: Vice President