

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2023



**OPTINOSE, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**001-38241**  
(Commission File No.)

**42-1771610**  
(I.R.S. Employer Identification No.)

**1020 Stony Hill Road, Suite 300**  
**Yardley, Pennsylvania 19067**  
(Address of principal executive offices and zip code)

**(267) 364-3500**  
(Registrant's telephone number, including area code)  
(Former name or former address, if changed from last report)  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	OPTN	Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- 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 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.**

On July 27, 2023, OptiNose, Inc. (the "Company") issued a press release announcing preliminary XHANCE net product revenue for the quarter ended June 30, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

\* \* \*

The information in this Item 2.02 and the related Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any Company filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**OptiNose, Inc.**  
By: /s/ Michael F. Marino  
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Michael F. Marino  
Chief Legal Officer

July 27, 2023

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release, dated July 27, 2023, issued by OptiNose, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



## **Optinose Announces Preliminary Second Quarter 2023 XHANCE Net Revenue of \$19.5 Million**

*Second Quarter 2023 Conference Call and Webcast to be held August 10, 2023 at 8:00 a.m. Eastern Time*

*Company plans to update full year 2023 XHANCE net revenue guidance on August 10*

**YARDLEY, Pa., July 27, 2023**— **Optinose** (NASDAQ:OPTN), a pharmaceutical company focused on patients treated by ear, nose and throat (ENT) and allergy specialists, today announced preliminary XHANCE® (fluticasone propionate) net product revenue of \$19.5 million for the three months ended June 30, 2023.

“Our preliminary second quarter net product revenue of \$19.5 million contributes to a first half 2023 performance that exceeded our initial expectations,” stated CEO Ramy Mahmoud. “We look forward to providing a complete update of our recent commercial performance and regulatory progress on the tenth of August.”

The financial information included in this release is preliminary and is subject to change. The Company expects to report full financial results for the second quarter of 2023 and corporate updates, including full year 2023 net product revenue guidance, before market open on Thursday, August 10, 2023.

### **Company to Host Conference Call**

Members of the Company’s leadership team will host a conference call to discuss financial results and corporate updates. The call is scheduled to start at 8:00 a.m. Eastern Time on Thursday, August 10, 2023.

Participants may access the conference call live via webcast by visiting the Investors section of Optinose’s website at <http://ir.optinose.com/event-calendar>. To participate via telephone, please register in advance at [this link](#). Upon registration, all telephone participants will receive a confirmation email detailing how to join the conference call, including the dial-in number and a personal PIN that can be used to access the call. In addition, a replay of the webcast will be available on the Company website for 60 days following the event.

### **About Optinose**

Optinose is a specialty pharmaceutical company focused on serving the needs of patients cared for by ear, nose, and throat (ENT) and allergy specialists. To learn more, please visit [www.optinose.com](http://www.optinose.com) or follow us on [Twitter](#) and [LinkedIn](#).

**Cautionary Note on Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements that are not historical facts are hereby identified as forward-looking statements for this purpose and include, among others, statements relating to: preliminary XHANCE® net product revenue of \$19.5 million for the quarter ended June 30, 2023; the Company's expectation to report full financial results for the second quarter of 2023 and corporate updates, including full year 2023 net product revenue guidance, before market open on Thursday, August 10, 2023; and other statements regarding the Company's future operations, financial performance, financial position, prospects, objectives; and other future events. Forward-looking statements are based upon management's current expectations and assumptions and are subject to a number of risks, uncertainties and other factors that could cause actual results and events to differ materially and adversely from those indicated by such forward-looking statements including, among others: the potential for preliminary XHANCE net product revenue for the quarter ended June 30, 2023 to change in connection with the finalization of the Company's financial results for the second quarter of 2023; and the risks, uncertainties and other factors discussed under the caption "Item 1A. Risk Factors" and elsewhere in the Company's most recent Form 10-K and Form 10-Q filings with the Securities and Exchange Commission - which are available at [www.sec.gov](http://www.sec.gov). As a result, you are cautioned not to place undue reliance on any forward-looking statements. Any forward-looking statements made in this press release speak only as of the date of this press release, and the Company undertakes no obligation to update such forward-looking statements, whether as a result of new information, future developments or otherwise.

**Optinose Investor Contact**

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