

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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) C/O WFD VENTURES LLC 1500 BROADWAY, 17TH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/12/2017	3. Issuer Name and Ticker or Trading Symbol <u>OptiNose, Inc. [ OPTN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B-2 Convertible Preferred Stock	(1)	(1)	Common Stock	2,077,049	(1)	I	By: TKWD Ventures LLC <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	118,865	(1)	I	By: TKWD Ventures LLC <sup>(2)</sup>
Series C-1 Convertible Preferred Stock	(1)	(1)	Common Stock	549,971	(1)	I	By: TKWD Ventures LLC <sup>(2)</sup>
Series C-2 Convertible Preferred Stock	(1)	(1)	Common Stock	267,254	(1)	I	By: TKWD Ventures LLC <sup>(2)</sup>
Warrant (Right to Buy)	(3)	11/01/2020	Common Stock	1,488,366 <sup>(4)</sup>	8.16 <sup>(4)</sup>	I	By: TKWD Ventures LLC <sup>(2)</sup>

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. On October 10, 2017, the Issuer effected a 2.8879-for-1 stock split of its issued and outstanding shares of common stock. All series of Convertible Preferred Stock will automatically convert into OptiNose, Inc. common stock on a 1-to-2.8879 basis upon the closing of the initial public offering into the number of shares of common stock shown in column 3 above and have no expiration date.
2. 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.
3. All warrants are currently exercisable.
4. Exercise price and number of warrant shares have been adjusted to reflect the Issuer's 2.8879-for-1 stock split of its issued and outstanding shares of common stock effected on October 10, 2017.

TKWD Ventures LLC, by  
WFD Ventures LLC, its 10/16/2017  
general partner /s/ William F.  
Doyle, Managing Partner  
WFD Ventures LLC /s/  
William F. Doyle, Managing 10/16/2017  
Partner

\*\* 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 5 (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.**