

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Miller Peter K</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2021</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</u>	<u>PA</u>	<u>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	09/15/2021		M		79,508 ⁽¹⁾	A	(1)	720,211 ⁽²⁾	D	
Common Stock	09/15/2021		F		21,848 ⁽³⁾	D	\$2.785	698,363	D	
Common Stock	09/15/2021		F		2,289 ⁽⁴⁾	D	\$2.785	696,074	D	
Common Stock								104,413	I	By: Deed of Trust Peter K. Miller, dated October 13, 2014

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
Restricted Stock Units	(5)	09/15/2021		M		79,508	(1)	(1)	(1)	Common Stock	79,508	\$0	79,507	D	

Explanation of Responses:

1. Represents the vesting of restricted stock units (RSUs) granted on September 15, 2020. 50% of the RSUs subject to this award shall vest on September 15, 2021 and the balance shall vest on September 15, 2022, subject to the reporting person's continuous service through such vesting date.
2. Includes 6,038 shares acquired under the Optinose, Inc. 2017 Employee Stock Purchase Plan on June 30, 2021 at a price of \$2.72
3. Represents the cancellation of RSUs in satisfaction of the reporting persons tax liability on the vesting of an RSU grant received on September 15, 2020.
4. Represents the cancellation of RSUs in satisfaction of the reporting person's tax liability on the vesting of an RSU grant received on March 6, 2020.
5. RSUs convert into common stock on a one-for-one basis.

Remarks:

/s/ Michele Janis, Attorney-in-Fact 09/17/2021

** 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.