

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>12/23/2020</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 PA 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	12/23/2020		M ⁽¹⁾		140,068	A	\$1.63	395,085	D	
Common Stock	12/23/2020		S ⁽¹⁾		38,591	D	\$4.0304	356,494	D	
Common Stock	12/23/2020		F ⁽¹⁾		56,084	D	\$4.0304	300,410	D	
Common Stock	12/23/2020		M ⁽²⁾		86,639	A	\$1.63	162,359	I	By: Deed of Trust Peter K. Miller, dated October 13, 2014 ⁽³⁾
Common Stock	12/23/2020		S ⁽²⁾		23,863	D	\$4.0304	138,496	I	By: Deed of Trust Peter K. Miller, dated October 13, 2014 ⁽³⁾
Common Stock	12/23/2020		F ⁽²⁾		34,083	D	\$4.0304	104,413	I	By: Deed of Trust Peter K. Miller, dated October 13, 2014 ⁽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				
Stock Option (Right to Buy)	\$1.63	12/23/2020		M ⁽¹⁾			140,068	(4)	02/11/2021	Common Stock	140,068	\$0	0	D	
Stock Option (Right to Buy)	\$1.63	12/23/2020		M ⁽²⁾			86,639	(4)	02/11/2021	Common Stock	86,639	\$0	0	I	By: Deed of Trust of Peter K. Miller, dated October 13, 2014 ⁽³⁾

Explanation of Responses:

1. The reporting person previously entered into a 10b5-1 trading plan ("10b5-1 Plan") with respect to stock options granted on 2/11/11 and set to expire on 2/11/21. On December 23, 2020, 140,068 options were

exercised pursuant to the terms of the 10b5-1 Plan resulting in the reporting person's receipt of 45,393 shares of common stock, the cancellation of 56,084 option shares in satisfaction of the exercise price for such options and the sale of 38,591 shares to cover estimated withholding taxes in connection with and exercise price of such exercise.

2. The Deed Trust of Peter K. Miller (the "Trust") previously entered into a 10b5-1 trading plan ("10b5-1 Plan") with respect to stock options granted on 2/11/11 and set to expire on 2/11/21. On December 23, 2020, 86,639 options were exercised pursuant to the terms of the 10b5-1 Plan resulting in the Trust's receipt of 23,693 shares of common stock, the cancellation of 34,083 option shares in satisfaction of the exercise price for such options and the sale of 23,863 shares to cover estimated withholding taxes in connection with such exercise.

3. Shares held by Deed of Trust of Peter K. Miller, dated October 13, 2014, the beneficiaries of which are Mr. Miller and his spouse.

4. All option shares are exercisable.

Remarks:

/s/ Leanne Kelly, Attorney-in-
Fact

12/29/2020

** 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.