

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>DOYLE WILLIAM F</u>  (Last) (First) (Middle) <u>C/O WFD VENTURES LLC</u> <u>1500 BROADWAY, 17TH FLOOR</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/17/2017		C		18,803 <sup>(1)</sup>	A	(2)	18,803	D	
Common Stock	10/17/2017		C		3,013,139 <sup>(1)</sup>	A	(2)	3,013,139	I	TKWD Ventures LLC <sup>(3)</sup>

**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				
Series B-2 Convertible Preferred Stock	(2)	10/17/2017		C			4,563	(2)	(2)	Common Stock	13,177	\$0	0	D	
Series C-1 Convertible Preferred Stock	(2)	10/17/2017		C			1,142	(2)	(2)	Common Stock	3,297	\$0	0	D	
Series C-2 Convertible Preferred Stock	(2)	10/17/2017		C			473	(2)	(2)	Common Stock	1,365	\$0	0	D	
Series D Convertible Preferred Stock	(2)	10/17/2017		C			334	(2)	(2)	Common Stock	964	\$0	0	D	
Series B-2 Convertible Preferred Stock	(2)	10/17/2017		C			719,225	(2)	(2)	Common Stock	2,077,049	\$0	0	I	TKWD Ventures LLC <sup>(3)</sup>
Series C Convertible Preferred Stock	(2)	10/17/2017		C			41,160	(2)	(2)	Common Stock	118,865	\$0	0	I	TKWD Ventures LLC <sup>(3)</sup>
Series C-1 Convertible Preferred Stock	(2)	10/17/2017		C			190,440	(2)	(2)	Common Stock	549,971	\$0	0	I	TKWD Ventures LLC <sup>(3)</sup>
Series C-2 Convertible Preferred Stock	(2)	10/17/2017		C			92,543	(2)	(2)	Common Stock	267,254	\$0	0	I	TKWD Ventures LLC <sup>(3)</sup>

**Explanation of Responses:**

- Represents the total number of shares of Common Stock received upon conversion of Series B-2, Series C, Series C-1, Series C-2 and Series D Preferred Stock in connection with the closing of the Issuer's initial public offering.
- The Series B-2, Series C, Series C-1, Series C-2 and Series D Preferred Stock converted into Common Stock on a 2.8879-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series B-2, Series C, Series C-1, Series C-2 and Series D Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- Mr. Doyle is a managing director of WFD Ventures LLC, which is the general partner of TKWD Ventures LLC. Mr. Doyle possesses sole voting and investment power over shares owned by TKWD Ventures LLC.

/s/ Leanne Kelly, attorney-in-fact 10/19/2017

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.

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