

**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): October 16, 2024



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.)

777 Township Line 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)

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.

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

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 16, 2024, OptiNose, Inc. (the "Company") received a written notice (the "Notice") from The Nasdaq Stock Market, LLC ("Nasdaq") notifying the Company that for the previous 30 consecutive business days, the bid price for the Company's common stock, par value \$0.001 per share (the "Common Stock"), had closed below the \$1.00 per share minimum bid price requirement for continued inclusion on The Nasdaq Global Market as set forth in Nasdaq Listing Rule 5450(a)(1) (the "Minimum Bid Price Requirement"). The Notice has no effect at this time on the listing of the Common Stock, which continues to trade on The Nasdaq Global Market under the symbol "OPTN". In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has a period of 180 calendar days, or until April 14, 2025 (the "Compliance Date"), to regain compliance with the Minimum Bid Price Requirement. To regain compliance with the Minimum Bid Price Requirement, the closing bid price of the Common Stock must be at least \$1.00 per share for a minimum of 10 consecutive business days prior to the Compliance Date.

If the Company does not regain compliance with the Minimum Bid Price Requirement by the Compliance Date, the Company may be eligible for a second 180 calendar day compliance period. If the Company does not regain compliance within the allotted compliance period(s), including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that the Common Stock will be subject to delisting. At such time, the Company may appeal the delisting determination to a Nasdaq hearing panel. There can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement or maintain compliance with any other listing requirements.

The Company intends to actively monitor the minimum bid price of the Common Stock and, as appropriate, will consider available options to resolve the deficiencies and regain compliance with the Minimum Bid Price Requirement including, without limitation, soliciting stockholder approval to effect a reverse stock split.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, but not limited to: statements regarding the Company's ability to regain compliance with the Minimum Bid Price Requirement; the Company's intentions to monitor its closing bid price of its Common Stock' and the Company's plans to consider implementing available options to regain compliance with the Minimum Bid Price Requirement including, without limitation, soliciting stockholder approval to effect a reverse stock split.

The Company's actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of important risks and uncertainties, including without limitation: the risk that the Company may not meet the Minimum Bid Price Requirement during any compliance period or in the future; the risk that the Company may not otherwise meet the requirements for continued listing under the Nasdaq Listing Rules; the risk that, if the Company solicits shareholder approval to effect a reverse stock split, shareholders do not approve such action; the risk that Nasdaq may not grant the Company relief from delisting if necessary; and the risk that the Company may not ultimately meet applicable Nasdaq requirements after such relief, if any, is granted; among other important risks and uncertainties. A further description of the risks and uncertainties relating to the business of the Company is contained in the Company's most recent annual report on Form 10-K and the Company's quarterly reports on Form 10-Q filed with the Securities and Exchange Commission. The Company undertakes no duty or obligation to update any forward-looking statements contained in this report as a result of new information, future events or changes in its expectations

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Anthony J. Krick

Anthony J. Krick

Chief Accounting Officer

Date: October 16, 2024