SEC Form 4

FORM 4

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person* Avista Capital Partners II GP, LLC	2. Issuer Name **and** Ticker or Trading Symbol OptiNose, Inc. [OPTN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O AVISTA CAPITAL HOLDINGS, L.P. 65 E. 55TH STREET, 18TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2019	Director X 10% Owner Officer (give title below) Other (specify below)
(Street) NEW YORK NY 10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
(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	11/25/2019		S		887,722	D	$9.165	10,136,374	I	See footnote[1]
Common Stock	11/25/2019		S		291,516	D	$9.165	3,328,648	I	See footnote[2]
Common Stock	11/25/2019		S		70,762	D	$9.165	807,995	I	See footnote[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				

1. Name and Address of Reporting Person*   Avista Capital Partners II GP, LLC
(Last) (First) (Middle)   C/O AVISTA CAPITAL HOLDINGS, L.P.   65 E. 55TH STREET, 18TH FLOOR
(Street)   NEW YORK NY 10022
(City) (State) (Zip)

1. Name and Address of Reporting Person*   Avista Capital Partners II, L.P.
(Last) (First) (Middle)   65 EAST 55TH STREET   18TH FLOOR
(Street)   NEW YORK NY 10022
(City) (State) (Zip)

Explanation of Responses:

1. Represents shares of the Issuer held by Avista Capital Partners II, L.P. ("ACP II"). Avista Capital Partners II GP, LLC ("ACP II GP") is the general partner of ACP II. By virtue of this relationship, ACP II GP may be deemed to share beneficial ownership of the shares of common stock held by ACP II. Each of ACP II GP and ACP II expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

2. Represents shares of the Issuer held by Avista Capital Partners (Offshore) II, L.P. ("ACP Offshore II"). ACP II GP is the general partner of ACP Offshore II. By virtue of this relationship, ACP II GP may be deemed to share beneficial ownership of the shares of common stock held by ACP Offshore II. Each of ACP II GP and ACP Offshore II expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

3. Represents shares of the Issuer held by Avista Capital Partners (Offshore) II-A, L.P. ("ACP Offshore II-A"). ACP II GP is the general partner of ACP Offshore II-A. By virtue of this relationship, ACP II GP may be deemed to share beneficial ownership of the shares of common stock held by ACP Offshore II-A. Each of ACP II GP and ACP Offshore II-A expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

Remarks:

Avista Capital Partners II GP, LLC, By: /s/ Ben Silbert	11/26/2019
Avista Capital Partners II, L.P., By: Avista Capital Partners II GP, LLC, its General Partner, By: /s/ Ben Silbert	11/26/2019
Avista Capital Partners (Offshore) II, L.P., By: Avista Capital Partners II GP, LLC, its General Partner, By: /s/ Ben Silbert	11/26/2019
Avista Capital Partners (Offshore) II-A, L.P., By: Avista Capital Partners II GP, LLC, its General Partner, By: /s/ Ben Silbert	11/26/2019
** 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.