

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001718725
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Optinose, Inc.
SEC File Number 001-38241
Address of Issuer 777 Township Line Road
Suite 300
Yardley
PENNSYLVANIA
19067
Phone 267-364-3500
Name of Person for Whose Account the Securities are To Be Sold Ramy A Mahmoud

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Director
Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Morgan Stanley Smith Barney LLC 1 New York Plaza 38th Floor New York NY 10004	4881	4344.09	149678410	09/17/2024	Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common	09/15/2024	Restricted Stock Units Vested Under an Issuer S-8 Registered Plan. Sale represents shares sold to cover withholding taxes in connection with the vesting of restricted stock units. This sale does not represent a discretionary trade by the Reporting Person.	Issuer	<input type="checkbox"/>		4881	09/15/2024	Employee Restricted Stock Unit Award. Represents shares sold to cover applicable withholding taxes related to the vesting of restricted stock units. This sale does not represent a discretionary trade by the Reporting Person.

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Ramy A Mahmoud C/O Optinose, Inc 777 Township Line Road, Suite 300 Yardley PA 19067	Common	07/17/2024	111426	127025.64
Ramy A Mahmoud C/O Optinose, Inc 777 Township Line Road, Suite 300 Yardley PA 19067	Common	06/18/2024	18987	22594.53

144: Remarks and Signature

Remarks The sale of securities on June 18, 2024 and July 17, 2024 and the sale of securities being reported hereunder represent the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of restricted share units under multiple award agreements. These sales are mandated by the issuer's award agreements under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

Date of Notice 09/16/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature Ramy A Mahmoud

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)