FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	Name and Address of Reporting Person*     Marino Michael F III					2. Issuer Name and Ticker or Trading Symbol OptiNose, Inc. [ OPTN ]									licable) tor		10% O		
(Fir ΓΙΝΟSE, IN	, , ,			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2024									V	below) be				specify	
777 TOWNSHIP LINE ROAD, SUITE 300				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	<u>'</u>						
EY PA	. 1											V	Form filed by More than One Reporting Person						
(City) (State) (Zip)					Rule 10b5-1(c) Transaction Indication														
															action or writi	ten pia	an that is inte	nded to	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date					ution Date,							nd Securities Beneficially Owned Follow		Forn (D) c	n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) (D)	or F	Price	Transa	ction(s)			(Instr. 4)	
Common Stock 06/15/2				2024				A		3,817	A <sup>(</sup>	A <sup>(1)</sup> \$0		606,085			D		
Common Stock 06/18/2				2024				S		3,267	D	(2)	\$1.19	602,818			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if any	ecution Date, any		saction of De (Instr. Se Ad Di of (Ir		rative rities ired r osed )	Expiration Dar (Month/Day/Yo		ate ear)	Amou or Numb		str.	erivative ecurity	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)	
	EY PA  (Sta  Stock  Stock  2.  Conversion or Exercise Price of Derivative	TINOSE, INC.  WNSHIP LINE ROAD, SUI  EY PA 1  (State) (Z  Table  Security (Instr. 3)  Stock  Stock  Tat  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	TINOSE, INC.  WNSHIP LINE ROAD, SUITE 300  EY PA 19067  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Stock  Table II -  Conversion or Exercise Price of Derivative (Month/Day/Year) (Month)  2. (Conversion of Execute (Month/Day/Year) (Month)	Table I - Non-Deriva  Security (Instr. 3)  Table I - Non-Deriva  2. Transac Date (Month/Da  Stock  Table II - Derivati (e.g., pu  Conversion or Exercise Price of Derivative  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  Table II - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Instr. 3)  Table II - Derivative Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Security (Instr. 3)	Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls, volume or Exercise Price of Perivative Price of Perivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume or Exercise Price of Perivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume or Exercise Price of Price of Perivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume or Execution Date, if any (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume or Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities  Security (Instr. 3)  Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warra  2. Table II - Derivative Securities (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)  A. Deemed Execution Date (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)  A. Deemed Execution Date (fany (Month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)  Table II - Derivative Securities (e.g., puts, calls, warra)	FINOSE, INC.  WNSHIP LINE ROAD, SUITE 300  EY PA 19067  Rule 10b5-1(c) Check this box to indic satisfy the affirmative.  Table I - Non-Derivative Securities Acquered (Month/Day/Year)  Stock  Stock  06/15/2024  Stock  Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, calls, warrants, calls, warrants, (Month/Day/Year)  2. Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, calls, calls, calls, calls, calls, calls, calls,	(State) (Zip)    Rule 10b5-1(c) Tran	Table I - Non-Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of Derivative Security  Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of Derivative Security  Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of Derivative Security)  A lif Amendment, Date of Original File  A. If Amendment, Date of Orig	TINOSE, INC.  VNSHIP LINE ROAD, SUITE 300  EY PA 19067  (State) (Zip)  Rule 10b5-1(c) Transaction Indi Check this box to indicate that a transaction was m satisfy the affirmative defense conditions of Rule 10  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date, (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  06/15/2024  A 3,817  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, consolerable and Execution Date (Month/Day/Year)  2. Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Fransaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Conversion or Exercise Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Date Exercise Acquired (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)  Date (Month/Day/Year)  Expiration Date (Month/Day/Year)  Date Expiration	(State) (Zip)  Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made put satisfy the affirmative defense conditions of Rule 10b5-1(c)  Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise (Month/Day/Year)  Stock  06/15/2024  Stock  06/15/2024  Table II - Derivative Securities Acquired, Disposed of, or Exercise (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Stock  3. Transaction (A) Code V Amount (A) Stock  06/18/2024  S 3,267  Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Exercise (Month/Day/Year)  A 3. Transaction Code (Instr. 8)  Stock  5. Number of Date (Month/Day/Year)  Security (Month/Day/Year)  Scoulines (A) or Be (Instr. 3, 4 and 5)  Date Expiration	Stock  Stock  O6/15/2024  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Stock  O6/18/2024  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Stock  O6/18/2024  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Onversion Date (Month/Day/Year)  Annount of Of Or Benefice.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  Onversion Date (Month/Day/Year)	A. If Amendment, Date of Original Filed (Month/Day/Year)  (State)  (Indicate that a transaction was made pursuant to a constitution of conditions of Rule 10b5-1(c). See Instruction Date, if any (Month/Day/Year)  (Month/	TRINOSE, INC.  VNSHIP LINE ROAD, SUITE 300  EY PA 19067  Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instrustive defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Toole (Instruction 10.  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and Instruction 10.  Stock  06/15/2024  A 3,817 A(I) \$0 60  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  2. Conversion Date (instruction Date (in	Chief Legal Of  VNSHIP LINE ROAD, SUITE 300  EY PA 19067  (State) (Zip)  Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or write satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Stock  O6/15/2024  A 3,817 A(I) \$0 606,085  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Code (Instr. 3)  Tansaction Disposed Of, or Beneficially Owned Person  Stock  O6/15/2024  A 3,817 A(I) \$0 606,085  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Code (Instr. 3)  Tansaction Disposed Of, or Beneficially Owned Person  Code (Instr. 3)  Tansaction Disposed Of, or Beneficially Owned Person  Code (Instr. 3)  Stock  O6/15/2024  S 3,267 D(2) \$1.19 602,818  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Person  Conversion Date (e.g., puts, calls, warrants, options, convertible securities)  Conversion Date (Instr. 3)  A 3,267 D(2) \$1.19 602,818  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Person  Conversion Date (Instr. 3)  Conversion Date (Instr. 3)  A 3,267 D(2) \$1.19 602,818  Conversion Date (Instr. 3)  Conversion Date (Instr. 3)  Conversion Date (Instr. 3)  A 4, Amount of Securities Acquired, Acquired (A) or Disposed Of (D) (Instr. 3) and (Instr. 5)  Conversion Date (Instr. 4)  Conversion Date (Inst	Chief Legal Officer  VNSHIP LINE ROAD, SUITE 300  (State)  (State)  (Zip)  Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plates after the defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  06/15/2024  A 3,817 A(I) \$0 606,085  Stock  06/18/2024  S 3,267 D(2) \$1.19 602,818   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Stock  06/18/2024  S 3,267 D(2) \$1.19 602,818  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Stock  06/18/2024  S 3,267 D(2) \$1.19 602,818  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Annount of Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Code (instr. 3)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Oxeresion Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Stock  1. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Date Exercisable and Amount or Original Filed (Month/Day/Year)  8. Date Exercisable and Amount or Original Filed (Month/Day/Year)  8	Chef Legal Officer & Corp S  WNSHIP LINE ROAD, SUITE 300  EY PA 19067  (State) (Zip)  Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intestity the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  06/15/2024  A 3,817 A(I) \$0 606,085 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Securities Security (Instr. 4)  Table II - Derivative Securities Securities Security (Instr. 4)  Table II - Derivative Securities Security (Instr. 4)  Table II - Derivative Securities Security (Instr. 4)	

## **Explanation of Responses:**

- 1. Represents the vesting of performance-based restricted stock units (Performance RSUs) granted on March 6, 2020. Fifty percent (50%) of the Performance RSUs vested on June 15, 2022, upon achievement of certain milestones in connection with the Company's development programs. The balance vests in eight equal quarterly installments, subject to continued service with the Issuer. Each Performance RSU represents the right to receive one share of common stock of OptiNose, Inc.
- 2. Represents 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. This sale is mandated by the issuer's award agreement 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.

## Remarks:

/s/ Anthony J. Krick, 06/18/2024 Attorney-in-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.