

**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): **June 9, 2022**



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.)

1020 Stony Hill 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2022, OptiNose, Inc. (the Company) held its Annual Meeting of Stockholders at the Company's office, 1020 Stony Hill Road, Suite 300, Yardley, Pennsylvania. As of April 21, 2022, the record date for the Annual Meeting, there were 82,681,048 shares of common stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting, of which 65,228,188, or 78.9%, were present in person or represented by proxy at the meeting, which constituted a quorum. The holders of shares of Company common stock are entitled to one vote for each share held and cumulative voting for directors is not permitted. Set forth below are the final voting results for each of the proposals submitted to a vote of the Company's stockholders at the Annual Meeting.

Proposal 1. Election of Directors

The Company's stockholders re-elected Messrs. Groenhuysen and Scodari and Ms. Helton to the Board, each to serve as Class II directors until the Company's 2025 Annual Meeting or until his/her successor is duly elected and qualified, or until his or her earlier death, resignation, removal or retirement. The voting on this proposal is set forth below:

	Shares Voted:		
	For	Withheld	Broker Non-Votes
Sandra L. Helton	53,055,398	6,604,879	5,567,911
Wilhelmus Groenhuysen	53,056,398	6,603,879	5,567,911
Joseph Scodari	52,917,001	6,743,276	5,567,911

The terms of office for the following directors who did not stand for re-election continued after the Annual Meeting (i) the Class I Directors serving until the Company's Annual Meeting of Stockholders in 2024 are Tomas J. Heyman, Kyle Dempsey and Peter K. Miller and (ii) the Class III Directors serving until the Company's Annual Meeting of Stockholders in 2023 are Catherine Owen, Eric Bednarski and R. John Fletcher.

Proposal 2. Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022. The voting on this proposal is set forth below:

	For	Against	Abstentions	Broker Non-Votes
Ratification of Ernst & Young LLP	65,136,036	84,934	7,218	N/A

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/ Michael F. Marino

Michael F. Marino
Chief Legal Officer

Date: June 9, 2022