

☐ 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

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* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) <u>40 10TH AVENUE, FLOOR 7</u> (Street) <u>NEW YORK NY 10014</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Orchestra BioMed Holdings, Inc. [OBIO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	04/13/2023		J ⁽¹⁾		502,133	A	⁽¹⁾	5,620,645	I	See footnote ⁽²⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) <u>40 10TH AVENUE, FLOOR 7</u> (Street) <u>NEW YORK NY 10014</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>WONG RODERICK</u> (Last) (First) (Middle) <u>40 10TH AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10014</u> (City) (State) (Zip)

Explanation of Responses:

1. On April 20, 2023, Orchestra BioMed Holdings, Inc. (the "Issuer") formally notified the reporting persons that they are entitled to receive 502,133 additional shares of the Issuer's common stock pursuant to an "earn-out" provision in the agreement and plan of merger, dated as of July 4, 2022, as amended (the "Merger Agreement"). The Merger Agreement provided that certain stockholders of Orchestra BioMed, Inc. would receive their pro-rata portion of additional shares of the Issuer's common stock, for no additional consideration, if the volume-weighted average price of the Issuer's common stock is greater than or equal to \$15.00 per share over any twenty trading days within any thirty-trading day period (the "Initial Milestone Event") within a specified time-period. The Issuer reported that the Initial Milestone Event was satisfied on April 12, 2023.

2. Held by certain affiliated funds managed by RTW Investments, LP ("RTW"), and Roderick Wong, M.D. serves as the Managing Partner and Chief Investment Officer of RTW. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, except to the extent of his pecuniary interest therein.

Investments, LP, By: Roderick
Wong, M.D., its Managing
Partner

/s/ Roderick Wong, By:
Roderick Wong, M.D.

05/05/2023

** 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.