

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

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

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

1. Name and Address of Reporting Person* <u>Smith Geoffrey Wade</u> (Last) (First) (Middle) C/O ORCHESTRA BIOMED HOLDINGS, INC. 150 UNION SQUARE DRIVE (Street) NEW HOPE PA 18938 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2023	
	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 Form filed by More than One Reporting Person

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	01/26/2023		A		3,488 ⁽¹⁾	A	⁽²⁾	3,488	D	
Common Stock	01/26/2023		A		201,319	A	⁽³⁾	201,319	I	By Ascent Biomedical Ventures II NY, LP ⁽⁴⁾
Common Stock	01/26/2023		A		1,049,224	A	⁽³⁾	1,049,224	I	By Ascent Biomedical Ventures II, LP ⁽⁴⁾
Common Stock	01/26/2023		A		256,623	A	⁽³⁾	256,623	I	By Ascent Biomedical Ventures Synecor, LP ⁽⁴⁾

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				
Warrants (Right to Buy)	\$11.5							⁽⁵⁾	01/26/2028	Common Stock	15,000		15,000	D	
Warrants (Right to Buy)	\$21.5054	01/26/2023		A		43,940		⁽⁶⁾	05/31/2023	Common Stock	43,940	⁽⁷⁾	43,940	I	By Ascent Biomedical Ventures II NY, LP ⁽⁴⁾
Warrants (Right to Buy)	\$21.5054	01/26/2023		A		136,097		⁽⁶⁾	05/31/2023	Common Stock	136,097	⁽⁸⁾	136,097	I	By Ascent Biomedical Ventures II, LP ⁽⁴⁾
Warrants (Right to Buy)	\$21.5054	01/26/2023		A		519		⁽⁶⁾	05/31/2023	Common Stock	519	⁽⁹⁾	519	I	By Ascent Biomedical Ventures Synecor, LP ⁽⁴⁾
Stock Options (Right to Buy)	\$4.3011	01/26/2023		A		18,600		⁽¹⁰⁾	08/07/2028	Common Stock	18,600	⁽¹¹⁾	18,600	D	
Stock Options (Right to Buy)	\$4.3011	01/26/2023		A		6,975		⁽¹⁰⁾	08/06/2029	Common Stock	6,975	⁽¹²⁾	6,975	D	
Stock Options (Right to Buy)	\$10	01/26/2023		A		23,250		⁽¹³⁾	08/25/2032	Common Stock	23,250	⁽¹⁴⁾	23,250	D	

Explanation of Responses:

1. Represents restricted stock awards ("RSAs") that vest in two equal annual installments beginning on April 12, 2023, subject to the reporting person's continued service with Orchestra BioMed Holdings, Inc. ("New Orchestra") on such vesting date.
2. Received in connection with the business combination of Orchestra BioMed, Inc. ("Orchestra") with Health Sciences Acquisitions Corporation 2 (the "Business Combination") in exchange for 1,621 RSAs of Orchestra.
3. Received in exchange for shares of Orchestra common stock that automatically converted into shares of New Orchestra common stock on a 1 for 0.465 basis upon the closing date of the Business Combination.
4. The Reporting Person is a managing member of ABV, LLC, which serves as general partner to Ascent Biomedical Ventures II NY, LP, Ascent Biomedical Ventures II, LP and Ascent Biomedical Ventures Synecor, LP. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest, if any, therein.
5. Fifty percent (50%) of these warrants will become exercisable 24 months after completion of the business combination and the remaining fifty percent (50%) of these warrants will become exercisable 36 months after completion of the business combination, in each case subject to the reporting person's continued service with New Orchestra or one of its subsidiaries through such date.
6. The warrants are immediately exercisable in full.
7. Received in connection with the Business Combination in exchange for warrants to acquire 94,494 shares of Orchestra common stock for \$10.00 per share.
8. Received in connection with the Business Combination in exchange for warrants to acquire 292,682 shares of Orchestra common stock for \$10.00 per share.
9. Received in connection with the Business Combination in exchange for warrants to acquire 1,117 shares of Orchestra common stock for \$10.00 per share.
10. The stock option is fully vested and exercisable.
11. Received in connection with the Business Combination in exchange for options to acquire 40,000 shares of Orchestra common stock for \$2.00 per share.
12. Received in connection with the Business Combination in exchange for options to acquire 15,000 shares of Orchestra common stock for \$2.00 per share.
13. The stock option vests in quarterly installments with a one year cliff beginning on August 18, 2023.
14. Received in connection with the Business Combination in exchange for options to acquire 50,000 shares of Orchestra common stock for \$4.65 per share.

Remarks:

/s/ Todd Finger, Attorney-in-Fact 01/30/2023

** 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.