UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Orchestra Biomed Holdings, Inc.
(Name of Issuer)
Common Stock, \$0.0001 par value
(Title of Class of Securities)
68572M106
(CUSIP Number)
RTW Investments, LP Attn: Roderick Wong
40 10 th Avenue, Floor 7 New York, New York 10014
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
April 13, 2023
(Date of Event which Requires Filing of this Statement)
If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\$\$240.13d-1(e)$, $240.13d-1(g)$, check the following box. \square
Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	CUSIP	No. 6857	72M106	13D	Page 2 of 7 Pages		
1	NAMES OF REI	PORTING	G PERSONS				
	RTW Investment	a I D					
2			IATE BOX IF A MEMBE	ER OF A GROUP (SEE INSTE	RUCTIONS)		
					(a) [
3	(b) ⊠ SEC USE ONLY						
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4	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
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12	CHECK IF THE	AGGRE	GATE AMOUNT IN RO	W (11) EXCLUDES CERTAIN	N SHARES (SEE INSTRUCTIONS) □		
13	PERCENT OF C	LASS R	EPRESENTED BY AMC	OUNT IN ROW (11)			
	15.7%						
14		RTING F	PERSON (SEE INSTRUC	CTIONS)			
	PN, IA						

	CUSIP	No. 68572M106	13D	Page 3 of 7 Pages		
1	NAMES OF REP	PORTING PERSONS				
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
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14		RTING PERSON (SEE INSTRUC	TIONS)			
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	CUSIP	No. 68572M106	13D	Page 4 of 7 Pages		
1	NAMES OF REF	PORTING PERSONS				
	RTW Innovation	Master Fund, Ltd.				
2.		PPROPRIATE BOX IF A MEMBE	R OF A GROUP (SEE INSTRU	ICTIONS)		
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				(b) 🗵		
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	CUSIP	No. 6857	72M106	13D	Page 5 of 7 I	'ages	
1	NAMES OF REI	PORTING	G PERSONS				
	Roderick Wong						
2		PPROPR	IATE BOX IF A MEMBE	ER OF A GROUP (SEE INST	TRUCTIONS)		
						(a) □ (b) ⊠	
3	SEC USE ONLY	SEC USE ONLY					
4	SOURCE OF FU	INDS (SI	EE INSTRUCTIONS)				
	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
5		AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
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			5,620,645				
11	AGGREGATE A	MOUNT	BENEFICIALLY OWN	ED BY EACH REPORTING	6 PERSON		
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12	CHECK IF THE	AGGRE	GATE AMOUNT IN RO	w (11) EXCLUDES CERTA	IN SHARES (SEE INSTRUCTIONS)		
13	PERCENT OF C	LASS R	EPRESENTED BY AMC	OUNT IN ROW (11)			
	15.7%						
14	TYPE OF REPO	RTING I	PERSON (SEE INSTRUC	CTIONS)			
	IN, HC						

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Schedule 13D/A

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

Pursuant to Section 4.7 of the Merger Agreement, the Reporting Persons received formal notice from the issuer that as of April 12, 2023 they were entitled to an initial distribution of shares of Common Stock pursuant to an "earn out" provision in the Merger Agreement: 243,925 shares of Common Stock to RTW Master Fund, 165,963 shares of Common Stock to RTW Innovation, and 92,245 shares of Common Stock to RTW Venture Fund.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and supplemented as follows:

(a) RTW Master Fund is the record owner of 2,762,705 shares of Common Stock. RTW Innovation is the record owner of 2,263,336 shares of Common Stock. RTW Venture Fund is the record owner of 594,604 shares of Common Stock. As the investment manager of the Funds and RTW Venture Fund, RTW Investments may be deemed to own beneficially the shares of Common Stock. As the Managing Partner of RTW Investments, Dr. Wong may be deemed to own beneficially the shares of Common Stock.

The percentage of outstanding shares of Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 35,755,097 shares of Common Stock outstanding as of April 28, 2023, as reported to the Reporting Persons by the Issuer.

The Reporting Persons could be deemed to constitute a Section 13(d) group with the Sponsor. We understand that the Sponsor beneficially owns 5,110,956 shares of Common Stock. In aggregate, the Reporting Persons and the Sponsor would beneficially own an aggregate of 10,731,601 shares of Common Stock, representing 30.0% of the outstanding shares. The Reporting Persons disclaim the existence of a 13(d) group.

(c) On April 12, 2023, the Funds and RTW Venture Fund became entitled to an aggregate of 502,133 shares of Common Stock pursuant to the satisfaction of the Initial Milestone Event under Section 4.7 of the Merger Agreement.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 5th day of May, 2023.

RTW INVESTMENTS, LP

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

Name: Roderick Wong, M.D.
Title: Managing Partner

RTW MASTER FUND, LTD.

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

Name: Roderick Wong, M.D.

Title: Director

RTW INNOVATION MASTER FUND, LTD.

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

Name: Roderick Wong, M.D.

Title: Director

/s/ Roderick Wong, M.D.

Roderick Wong, M.D.