| SEC Form 4 | |
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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

I

| OMB Number: | 3235-0287 |
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| Estimated average burder | ı |
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| STATEMENT OF | CHANGES IN | BENEFICIAL | OWNERSHIP |
|--------------|------------|------------|------------------|
|--------------|------------|------------|------------------|

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | of Section 30(ff) of the investment Company Act of 1940 | | | | | | |
|--|---------------|------------------|---|------------------|--|----------------------------------|--|--|--|
| 1. Name and Address of Reporting Person [*] <u>Mika Yuval</u> | | | 2. Issuer Name and Ticker or Trading Symbol Orchestra BioMed Holdings, Inc. [OBIO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | X | Director | 10% Owner | | | |
| (Last) (First) (Middle) C/O ORCHESTRA BIOMED HOLDINGS, INC. 150 UNION SOUARE DRIVE | | D HOLDINGS, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2023 | | Officer (give title below) See Rem | Other (specify below) arks | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Group Filin Form filed by One Rep | | | | |
| NEW HOPE (City) | PA (State) | (Zip) | - | | Form filed by More that Person | 0 | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |

| 1. Title of Security (Instr. 3) | Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date if any (Month/Day/Year) | | Code (Instr. | | 4. Securities A Disposed Of (I | | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|--|---|--|--------------|---|-----------------------------------|---------------|-------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, par value \$0.0001 per share ("Common Stock") | 01/26/2023 | | A | | 40,720(1) | Α | (2) | 40,720 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (3-, p,, -p, -p, | | | | | | | | | | | | | | |
|--|---|------------|---|------------------------------|---|--|---------------------------------|---|--------------------|--|-------------------------------------|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | tive Conversion Date ty or Exercise (Month/Day/) | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Numbo Derivativ Securitie Acquired or Dispo of (D) (In 3, 4 and | re s I (A) sed str. | 6. Date Exerc Expiration Day (Month/Day/) | ate | 7. Title an of Securit Underlyin Derivative (Instr. 3 ar | ies g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 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 | | Transaction(s) (Instr. 4) | | |
| Nonstatutory Stock Option (Right to Buy) | \$4.3 | 01/26/2023 | | A | | 69,870 | | 01/26/2023 | 08/07/2028 | Common Stock | 69,870 | (3) | 69,870 | D | |
| Nonstatutory Stock Option (Right to Buy) | \$10 | 01/26/2023 | | A | | 234,242 | | (4) | 08/25/2032 | Common Stock | 234,242 | (5) | 234,242 | D | |
| Incentive Stock Option (Right to Buy) | \$4.3 | 01/26/2023 | | Α | | 46,500 | | 01/26/2023 | 08/07/2028 | Common Stock | 46,500 | (6) | 46,500 | D | |

Explanation of Responses:

1. These securities were issued on the closing date of the merger (the "Business Combination") contemplated by the Agreement and Plan of Merger, dated as of July 4, 2022, as amended by Amendment No. 1 thereto dated as of July 21, 2022 and Amendment No. 2 thereto dated as of November 21, 2022 (as amended, the "Merger Agreement"), by and among Orchestra BioMed Holdings, Inc. (*i*/k/a Health Sciences Acquisitions Corporation 2) ("IBAC2"), HSAC Olympus Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of HSAC2, and Orchestra BioMed, Inc., a Delaware corporation ("Legacy Orchestra"), in exchange for Legacy Orchestra Corporatives and the subsidiary of HSAC2.

2. Received in the Business Combination in exchange for 87,571 shares of common stock of Legacy Orchestra ("Legacy Orchestra Common Stock").

3. Received in the Business Combination in exchange for a nonstatutory stock option to acquire 150,259 shares of Legacy Orchestra Common Stock for \$2.00 per share.

4. The nonstatutory stock options vest over a three-year period as follows: (i) 33% of the underlying shares vested on the grant date and (ii) 67% of the underlying shares have vested and will vest in equal installments on a quarterly basis on the last day of each quarter, starting with the end of the first quarter after the grant date, subject to the Reporting Person's continuous service through such dates. The grant date is August 18, 2022.

5. Received in the Business Combination in exchange for a nonstatutory stock option to acquire 503,746 shares of Legacy Orchestra Common Stock for \$4.65 per share.

6. Received in the Business Combination in exchange for an incentive stock option to acquire 100,000 shares of Legacy Orchestra Common Stock for \$2.00 per share.

| /s/ Matthew R. Schob, Attorney- | 01/20/2022 |
|----------------------------------|------------|
| <u>in-Fact</u> | 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.