

OMB APPROVAL	
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**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

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) <u>C/O ORCHESTRA BIOMED HOLDINGS, INC.</u> <u>150 UNION SQUARE DRIVE</u>  (Street) <u>NEW HOPE PA 18938</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/30/2023</u>	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
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
Right to Receive Earnout Shares	(I)	01/26/2023		A		1,516		(I)	(I)	Common Stock	1,516	(I)	1,516	D	
Right to Receive Earnout Shares	(I)	01/26/2023		A		87,522		(I)	(I)	Common Stock	87,522	(I)	87,522	I	By Ascent Biomedical Ventures II NY, LP
Right to Receive Earnout Shares	(I)	01/26/2023		A		456,146		(I)	(I)	Common Stock	456,146	(I)	456,146	I	By Ascent Biomedical Ventures II, LP
Right to Receive Earnout Shares	(I)	01/26/2023		A		111,566		(I)	(I)	Common Stock	111,566	(I)	111,566	I	By Ascent Biomedical Ventures Synecor, LP <sup>(2)</sup>

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of July 4, 2022 (and as subsequently amended) by and among the Issuer and certain other parties named therein (the "Merger Agreement"), the Reporting Person has the contingent right to receive, for no additional consideration, the Reporting Person's Pro Rata Portion (as such term is defined in the Merger Agreement) of 8,000,000 shares of common stock of the Issuer (the "Earnout Shares") if, at any time from January 26, 2023 until January 26, 2028, the volume-weighted average price of the common stock of the Issuer is greater than or equal to (i) with respect to 4,000,000 Earnout Shares, \$15.00 per share over any 20 trading days within any 30-trading day period and (ii) with respect to 4,000,000 Earnout Shares, \$20.00 per share over any 20 trading days within any 30-trading day period.
- 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.

**Remarks:**

On January 30, 2023, the Reporting Person filed a Form 4 which inadvertently omitted the right to receive Earnout Shares (defined below). In accordance with Instruction 9(a) to Form 4, this amendment is filed solely to add the lines of information to Table II included here; as provided in that instruction, the remainder of the information in the original filing is not restated in this amendment, and no other amendment is made to the original filing.

/s/ Todd Finger, Attorney-in-Fact 05/08/2023

\*\* 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.