

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Fain Eric S</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>	
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			

**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
Nonstatutory Stock Option (Right to Buy) <sup>(1)</sup>	\$10	01/26/2023		A		23,250		(2)	08/17/2032	Common Stock	23,250	(3)	23,250	I	By the Fain Living Trust

**Explanation of Responses:**

- On January 30, 2023, the Reporting Person filed a Form 4 which inadvertently misstated the expiration date of one class of nonstatutory stock options ("NSOs"). In accordance with Instruction 9(b) to Form 4, this amendment is filed solely to correct the incorrect expiration date in Table II, Column 6 to August 17, 2032; 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.
- The NSOs vest over a three-year period as follows: (i) 33% of the underlying shares will vest on the first anniversary of the grant date and (ii) 67% of the underlying shares have vested and will vest in equal installments on a quarterly basis, starting on the day of the month of the last month of the first quarter after the first anniversary of the grant date, that is the same day of the month as the grant date, subject to the Reporting Person's continuous service through such dates. The grant date is August 18, 2022.
- Received in the Business Combination in exchange for a nonstatutory stock option to acquire 50,000 shares of Legacy Orchestra Common Stock for \$4.65 per share.

/s/ Matthew R. Schob,  
Attorney-in-Fact

05/19/2023

\*\* 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.