

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ORCHESTRA BIOMED HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**92-2038755**  
(I.R.S. Employer  
Identification No.)

**150 Union Square Drive  
New Hope, Pennsylvania 18928**  
(Address of Principal Executive Offices) (Zip Code)

**Orchestra BioMed Holdings, Inc. 2023 Equity Incentive Plan  
Orchestra BioMed, Inc. 2018 Stock Incentive Plan**  
(Full titles of the plans)

**David P. Hochman  
Chief Executive Officer  
150 Union Square Drive  
New Hope, PA 18928  
(215) 862-5797**  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

**Yariv Katz, Esq.  
Keith Pisani, Esq.  
Paul Hastings LLP  
200 Park Avenue  
New York, NY 10016  
(212) 318-6800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. PLAN INFORMATION.**

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the SEC are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on January 25, 2023;
- (b) The Registrant's Current Reports on Form 8-K filed with the SEC on [January 24, 2023](#) (Accepted January 23, 2023 17:45:52), [January 24, 2023](#) (Accepted January 24, 2023 08:30:37), [January 25, 2023](#), [January 31, 2023](#) (excluding the information furnished under Item 7.01), [March 13, 2023](#) (excluding the information furnished under Item 7.01) and [March 24, 2023](#); and
- (c) The description of the Registrant's Common Stock under the heading "[Description of Securities after the Business Combination](#)" contained in the Registration Statement on Form S-4 (File No. 333-266660), filed with the SEC on December 16, 2022 pursuant to Rule 424(b) under the Securities Act of 1933.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents, except as to any portion of any future current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Orchestra BioMed Holdings, Inc.  
150 Union Square Drive  
New Hope, PA 18938  
Attn: Chief Executive Officer

#### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

#### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

## **ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 102 of the General Corporation Law of the State of Delaware (“DGCL”) permits a corporation to eliminate or limit the personal liability of directors and officers of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer, except where the director or officer breached his or her duty of loyalty to the corporation or its stockholders, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of the DGCL or derived an improper personal benefit, or, with respect to any officer, any action by or in the right of the corporation. The Registrant’s certificate of incorporation (the “Certificate of Incorporation”) contains provisions that limit the liability of our directors and officers for monetary damages to the fullest extent permitted by the DGCL. Consequently, the Registrant’s directors and officers will not be personally liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director, except liability for the following:

- any breach of their duty of loyalty to the Registrant or its stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- with respect to any director, unlawful payments of dividends or unlawful stock repurchases or redemptions in violation of the DGCL;
- any transaction from which the director derived an improper personal benefit; or
- with respect to any officer, any action by or in the right of the corporation.

The Certificate of Incorporation also provides that if the DGCL is amended to permit further elimination or limitation of the personal liability of directors or officers, then the liability of the Registrant’s directors and officers will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to judgments, fines and amounts paid in settlement in connection with such action, suit or proceeding or with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. The Certificate of Incorporation permits the Registrant to indemnify its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Registrant’s bylaws (the “Bylaws”) provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the extent not prohibited by the DGCL or any other applicable law.

The Registrant has entered, and expects to continue to enter, into indemnification agreements with its directors and officers, that may be broader than the specific indemnification provisions contained in the DGCL. These agreements, among other things, require the Registrant to indemnify its directors and officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require the Registrant to advance all expenses actually and reasonably incurred by the directors and executive officers in connection with any proceeding. The Registrant also maintains directors’ and officers’ liability insurance.

## **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on January 31, 2023).</u></a>
4.2	<a href="#"><u>Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by the Registrant on January 31, 2023).</u></a>
5.1*	<a href="#"><u>Opinion of Paul Hastings LLP.</u></a>
23.1*	<a href="#"><u>Consent of WithumSmith+Brown, PC, independent registered public accounting firm of Health Sciences Acquisitions Corporation 2.</u></a>
23.2*	<a href="#"><u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm of Orchestra BioMed, Inc.</u></a>
23.3*	<a href="#"><u>Consent of Paul Hastings LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney is contained on the signature page.</u></a>
99.1	<a href="#"><u>Orchestra BioMed Holdings, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K filed by the Registrant on January 31, 2023).</u></a>
99.2	<a href="#"><u>Form of Stock Option Grant Notice and Stock Option Agreement under the Orchestra BioMed Holdings, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed by the Registrant on January 31, 2023).</u></a>
99.3	<a href="#"><u>Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the Orchestra BioMed Holdings, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K filed by the Registrant on January 31, 2023).</u></a>
99.4	<a href="#"><u>Orchestra BioMed, Inc. 2018 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 of the registration statement on Form S-4 (File No. 333-266660) of Health Sciences Acquisitions Corporation 2 (the Registrant's predecessor).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## ITEM 9. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however, that:*

(A) paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in city of New York, State of New York, on April 3, 2023.

### ORCHESTRA BIOMED HOLDINGS, INC.

By: /s/ David P. Hochman  
Name: David P. Hochman  
Title: Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints David P. Hochman and Michael D. Kaswan, and each or any one of them, as his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ David P. Hochman</u> David P. Hochman	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 3, 2023
<u>/s/ Michael D. Kaswan</u> Michael D. Kaswan	Chief Financial Officer <i>(Principal Financial Officer)</i>	April 3, 2023
<u>/s/ Joshua Aiello</u> Joshua Aiello	Corporate Controller <i>(Principal Accounting Officer)</i>	April 3, 2023
<u>/s/ Darren R. Sherman</u> Darren R. Sherman	Chief Operating Officer and Director	April 3, 2023
<u>/s/ Pamela Y. Connealy</u> Pamela Y. Connealy	Director	April 3, 2023
<u>/s/ Eric S. Fain</u> Eric S. Fain, M.D.	Director	April 3, 2023
<u>/s/ Eric A. Rose</u> Eric A. Rose, M.D.	Director	April 3, 2023
<u>/s/ Geoffrey W. Smith</u> Geoffrey W. Smith	Director	April 3, 2023
<u>/s/ Jason Aryeh</u> Jason Aryeh	Director	April 3, 2023

April 3, 2023

Orchestra BioMed Holdings, Inc.  
150 Union Square Drive  
New Hope, PA 18938

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Orchestra BioMed Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”) to effect registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 7,358,508 shares (the “**Shares**”) of the Company’s common stock, \$0.0001 par value per share (“**Common Stock**”), comprised of: (i) 3,413,845 shares of Common Stock reserved for awards available for future issuance under the Orchestra BioMed Holdings, Inc. 2023 Equity Incentive Plan (the “**2023 Plan**”), (ii) 20,925 shares of Common Stock reserved for issuance pursuant to outstanding stock options issued under the 2023 Plan; and (iii) 3,923,738 shares of Common Stock reserved for issuance pursuant to outstanding stock options issued under the Orchestra BioMed, Inc. 2018 Stock Incentive Plan (the “**2018 Plan**” and together with the 2023 Plan, the “**Plans**”).

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
  - (ii) the Certificate of Incorporation of the Company (the “**Certificate of Incorporation**”), as certified as of April 3, 2023 by the Office of the Secretary of State of the State of Delaware;
  - (iii) the Bylaws of the Company as presently in effect, as certified by an officer of the Company on April 3, 2023;
  - (iv) the 2023 Plan and the forms of award agreements related thereto;
  - (v) the 2018 Plan;
  - (vi) a certificate, dated as of April 3, 2023, from the Office of the Secretary of State of the State of Delaware, certifying as to the existence and good standing of the Company in the State of Delaware (the “**Good Standing Certificate**”);
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Orchestra BioMed Holdings, Inc.  
April 3, 2023  
Page 2

- (vii) the resolutions adopted by the board of directors of the Health Sciences Acquisitions Corporation 2 (“*HSAC2*”) and the resolutions adopted by the Compensation Committee of the Company regarding the 2023 Plan, and other matters related thereto, as certified by an officer of the Company on April 3, 2023;
- (viii) the resolutions adopted by the shareholders of HSAC2 regarding the 2023 Plan, and other matters related thereto, as certified by an officer of the Company on April 3, 2023;
- (ix) the resolutions adopted by the board of directors of Orchestra BioMed, Inc. regarding the 2018 Plan, and other matters related thereto, as certified by an officer of the Company on April 3, 2023; and
- (x) the agreement and plan of merger, dated as of July 4, 2022, by and among HSAC2, HSAC Olympus Merger Sub, Inc., and Orchestra BioMed, Inc., as amended.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all individuals executing all agreements, instruments, corporate records, certificates and other documents; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Plans will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Plans and the agreements, forms of instrument, awards and grants duly adopted thereunder. We have also assumed that upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate of Incorporation.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the 2023 Plan or the 2018 Plan and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

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Orchestra BioMed Holdings, Inc.  
April 3, 2023  
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Without limiting any of the other assumptions, limitations, qualifications and exceptions stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the preparation and filing of the Registration Statement. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated January 25, 2023 relating to the consolidated financial statements of Health Sciences Acquisitions Corporation 2, appearing in the entity's Annual Report on Form 10-K for the years ended December 31, 2022 and 2021.

/s/ WithumSmith+Brown, PC

New York, New York  
April 3, 2023

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Equity Incentive Plan and the 2018 Stock Incentive Plan of Orchestra BioMed Holdings, Inc. of our report dated March 24, 2023 with respect to the consolidated financial statements of Orchestra BioMed, Inc. included in the Amended Current Report on Form 8-K/A (No. 001-39421) of Orchestra BioMed Holdings, Inc. filed on March 24, 2023 with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania  
April 3, 2023

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Orchestra BioMed Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, “Common Stock” reserved for issuance under the Orchestra BioMed Holdings Inc. 2023 Equity Incentive Plan (the “2023 Plan”)	457(c) and (h)	3,413,845 <sup>(2)(3)</sup>	\$ 14.89 <sup>(4)</sup>	\$ 50,832,152.05 <sup>(4)</sup>	0.00011020	\$ 5,601.70
Equity	Common Stock Reserved for issuance pursuant to stock options issued under the 2023 Plan	457(c) and (h)	20,925 <sup>(5)</sup>	\$ 8.35 <sup>(6)</sup>	\$ 174,723.75 <sup>(6)</sup>	0.00011020	\$ 19.26
Equity	Common Stock reserved for issuance pursuant to stock options issued under the Orchestra BioMed Inc. 2018 Stock Incentive Plan (the “2018 Plan”)	457(c) and (h)	3,923,738 <sup>(7)</sup>	\$ 7.80 <sup>(6)</sup>	\$ 30,605,156.40 <sup>(6)</sup>	0.00011020	\$ 3,372.69
<b>Total Offering Amounts</b>					\$ 81,612,032.2		\$ 8,993.65
<b>Total Fee Offsets</b>							–
<b>Net Fee Due</b>							<u>\$ 8,993.65</u>

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Common Stock that become issuable under the 2023 Plan and the 2018 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- Represents shares of Common Stock reserved for issuance pursuant to future awards under the 2023 Plan. To the extent that any awards outstanding under the 2023 Plan (a) are not issued because the award or any portion of the award expires or otherwise terminates without all of the shares covered by the award having been issued, (b) are not issued because the award or any portion thereof is settled in cash, (c) are forfeited back to or repurchased by the Company because of the failure to meet a contingency or condition required for the vesting of such shares, (d) are withheld or reacquired to satisfy the exercise, strike or purchase price or (e) are withheld or reacquired to satisfy a tax withholding obligation, subsequent to the date of this Registration Statement, the shares reserved for issuance pursuant to such awards will become available for issuance as shares of Common Stock under the 2023 Plan.
- The number of shares reserved for issuance under the 2023 Plan will automatically increase on January 1 of each year for a period of ten years, beginning on January 1, 2024 and ending on (and including) January 1, 2033, in an amount equal to the lesser of (i) 4.8% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding year, (ii) 3,036,722 shares of Common Stock, and (iii) such number of shares of Common Stock determined by the board of directors of the Registrant (the “*Board*”) or the compensation committee of the Board prior to January 1 of a given year. This explanation is provided for informational purposes only. The issuance of such shares is not being registered on this Registration Statement.
- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated based on \$14.89 per share, the average of the high and low price of the Common Stock on the Nasdaq Global Market on March 29, 2023 (such date being within five business days prior to the date that this registration statement was filed with the U.S. Securities and Exchange Commission).
- Represents shares of Common Stock issuable pursuant to outstanding stock options under the 2023 Plan.
- The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the weighted average exercise price of outstanding options granted under the 2023 Plan or 2018 Plan, as applicable.
- Represents shares of Common Stock issuable pursuant to outstanding stock options under the 2018 Plan. To the extent that any awards outstanding under the 2018 Plan (a) are not issued because the award or any portion of the award expires or otherwise terminates without all of the shares covered by the award having been issued, (b) are not issued because the award or any portion thereof is settled in cash, (c) are forfeited back to or repurchased by the Company because of the failure to meet a contingency or condition required for the vesting of such shares, (d) are withheld or reacquired to satisfy the exercise, strike or purchase price or (e) are withheld or reacquired to satisfy a tax withholding obligation, subsequent to the date of this Registration Statement, the shares reserved for issuance pursuant to such awards will become available for issuance as shares of Common Stock under the 2023 Plan.