

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

OMB APPROVAL	
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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>Sherman Darren</u> <hr/> (Last) (First) (Middle) C/O ORCHESTRA BIOMED HOLDINGS, INC. 150 UNION SQUARE DRIVE <hr/> (Street) NEW HOPE PA 18938 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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				
Common Stock, par value \$0.0001 per share ("Common Stock")	01/26/2023		A		68,189 ⁽¹⁾	A		(2)	68,189	D	

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)	\$4.3	01/26/2023		A		310,321		01/26/2023	08/07/2028	Common Stock	310,321	(3)	310,321	D	
Nonstatutory Stock Option (Right to Buy)	\$4.3	01/26/2023		A		46,500		(4)	04/11/2032	Common Stock	46,500	(5)	46,500	D	
Nonstatutory Stock Option (Right to Buy)	\$10	01/26/2023		A		508,397		(6)	08/07/2023	Common Stock	508,397	(7)	508,397	D	
Nonstatutory Stock Option (Right to Buy)	\$10	01/26/2023		A		116,250		(8)	01/19/2023	Common Stock	116,250	(9)	116,250	D	
Incentive Stock Option (Right to Buy)	\$4.06	01/26/2023		A		6,743		(10)	04/11/2032	Common Stock	6,743	(11)	6,743	D	

Explanation of Responses:

- 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. (f/k/a Health Sciences Acquisitions Corporation 2) ("HSAC2"), 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 securities.
- Received in the Business Combination in exchange for 147,998 shares of common stock of Legacy Orchestra ("Legacy Orchestra Common Stock").
- Received in the Business Combination in exchange for a nonstatutory stock option to acquire 667,357 shares of Legacy Orchestra Common Stock for \$2.00 per share.
- The nonstatutory stock options ("NSOs") 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 April 12, 2022.
- Received in the Business Combination in exchange for a nonstatutory stock option to acquire 100,000 shares of Legacy Orchestra Common Stock for \$2.00 per share.
- The NSOs 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.
- Received in the Business Combination in exchange for a nonstatutory stock option to acquire 1,093,327 shares of Legacy Orchestra Common Stock for \$4.65 per share.
- The NSOs 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 January 20, 2023.
- Received in the Business Combination in exchange for a nonstatutory stock option to acquire 250,000 shares of Legacy Orchestra Common Stock for \$4.65 per share.
- The incentive 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 April 12, 2022.
- Received in the Business Combination in exchange for an incentive stock option to acquire 14,500 shares of Legacy Orchestra Common Stock for \$1.89 per share.

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

01/30/2023

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.

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