

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Papandreou George</u> _____ (Last) (First) (Middle) C/O ORCHESTRA BIOMED HOLDINGS, INC. 150 UNION SQUARE DRIVE _____ (Street) NEW HOPE PA 18938 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/19/2023	3. Issuer Name and Ticker or Trading Symbol <u>Orchestra BioMed Holdings, Inc. [OBIO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share ("Common Stock")	20,000 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(2)	08/05/2031	Common Stock	23,250	4.75	D
Stock Option (Right to Buy)	(3)	04/12/2032	Common Stock	6,278	4.06	D
Stock Option (Right to Buy)	(4)	08/18/2032	Common Stock	23,622	10	D
Stock Option (Right to Buy)	(5)	07/01/2033	Common Stock	30,000	7.77	D
Warrants (Right to Buy)	(6)	01/26/2028	Common Stock	50,000	11.5	D

Explanation of Responses:

- Represents an award of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock. The RSUs vest over a three-year period as follows: (i) 34% of the shares will vest on the 18-month anniversary of July 24, 2023 (the "Vesting Commencement Date"), (ii) 33% the shares will vest on the two-year anniversary of the Vesting Commencement Date, and (iii) 33% of the shares will vest on the three-year anniversary of the Vesting Commencement Date, subject to the Reporting Person's continuous service through such dates.
- The stock options vest over a three-year period in equal monthly installments beginning on the one-month anniversary of the grant date, subject to the Reporting Person's continuous service through such dates. The grant date was August 5, 2021.
- The stock options vest over a three-year period as follows: (i) 33% of the underlying shares will vest on the one-year anniversary of the grant date and (ii) 67% of the underlying shares will vest in equal installments on a quarterly basis on the last day of each quarter, starting on the last day of the first quarter after the first year anniversary of the grant date, subject to the Reporting Person's continuous service through such dates. The grant date was April 12, 2022.
- The stock options vest over a three-year period as follows: (i) 33% of the underlying shares will vest on the one-year anniversary of the grant date and (ii) 67% of the underlying shares will vest in equal installments on a quarterly basis on the last day of each quarter, starting on the last day of the first quarter after the first year anniversary of the grant date, subject to the Reporting Person's continuous service through such dates. The grant date was August 18, 2022.
- The stock options vest over a four-year period as follows: (i) 25% of the underlying shares will vest on the one-year anniversary of the grant date and (ii) 75% of the underlying shares will vest in equal installments on a quarterly basis on the last day of each quarter, starting on the last day of the first quarter after the first year anniversary of the grant date, subject to the Reporting Person's continuous service through such dates. The grant date was July 1, 2023.
- 50% of the shares of Common Stock underlying the Warrants will vest and become exercisable on January 26, 2025, and the remaining 50% of the shares of Common Stock underlying the Warrants will vest and become exercisable on January 26, 2026, in each case subject to the Reporting Person's continuous service through such dates.

Remarks:

Title: General Manager and Senior Vice President, Focal Therapies Exhibit 24 - Power of Attorney

/s/ Silas Newcomb,

09/29/2023

Attorney-in-Fact

** 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 5 (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.

LIMITED POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Silas Newcomb of Orchestra BioMed Holdings, Inc. (the “**Company**”) and Keith Pisani, Shai Marshall, Matthew Schob and Jorge Ballen of Paul Hastings LLP (“**Paul Hastings**”) (each, an “**Attorney-in-fact**” or together, the “**Attorneys-in-fact**”), or any of them acting singly and with full power of substitution, as the undersigned’s true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the U.S. Securities and Exchange Commission (the “**SEC**”) a Form ID Application Acknowledgement on the Electronic Data Gathering, Analysis, and Retrieval system (“**EDGAR**”) of the SEC, including any amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Sections 13(d), 13(g) or Section 16(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or any other rule or regulation of the SEC;

2. prepare, submit, execute for, and on behalf of the undersigned, in the undersigned’s capacity as an officer, director and/or holder of 10% or more of a registered class of securities, as applicable, of the Company (a) Schedules 13D and 13G (and any amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act and the rules promulgated thereunder, (b) Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Exchange Act and the rules promulgated thereunder, and (c) any other forms or reports the undersigned may be required to file in connection with the undersigned’s ownership, acquisition, or disposition of securities of the Company;

3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4, or 5, or other form or report (or any amendments thereto), and timely file such schedule, form or report with the SEC and any stock exchange or similar authority;

4. seek or obtain, as the undersigned’s representative and on the undersigned’s behalf, information on transactions in the Company’s securities from any broker or financial institution, and the undersigned hereby authorizes any such person to release any such information to each of the Attorneys-in-fact and approves and ratifies any such release of information; and

5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-fact may approve in such Attorney-in-fact’s discretion.

The undersigned hereby grants to each Attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-fact, or such Attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each Attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned’s responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney, with respect to each of the Attorneys-in-fact, shall remain in full force and effect until the earlier of (a) the date that the undersigned is no longer required to file Schedules 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned’s beneficial ownership of and transactions in securities issued by the Company, (b) the time at which this Power of Attorney is revoked, with respect to the Attorneys-in-fact or any of them acting singly, by the undersigned in a signed writing delivered to such Attorney-in-fact, or (c) with respect to any Attorney-in-fact singly, the time at which such Attorney-in-fact is no longer employed by the Company or any of its subsidiaries or Paul Hastings, as applicable.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 25th day of September 2023.

Signed and acknowledged:

By: /s/ George Papandreou

Name: George Papandreou

Title: General Manager and Senior Vice President, Focal Therapies
