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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Orchestra Biomed Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

68572M106

(CUSIP Number)

RTW Investments, LP

Attn: Roderick Wong

40 10th Avenue, Floor 7

New York, New York 10014

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 24, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS RTW Investments, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,118,512
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,118,512
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,118,512	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

1	NAMES OF REPORTING PERSONS RTW Master Fund, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,518,780
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,518,780
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,518,780	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS RTW Innovation Master Fund, Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,097,373
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,097,373
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,097,373	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS Roderick Wong	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,118,512
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,118,512
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,118,512	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC	

Schedule 13D/A

Item 1. Security and Issuer

Item 1 is amended and supplemented as follows:

This statement relates to the common stock, \$0.0001 par value (the "Common Stock"), of Orchestra Biomed Holdings, Inc. (the "Issuer"), having its principal executive office at 150 Union Square Drive, New Hope, PA 18938.

Item 2. Identity and Background

Item 2 is amended and supplemented as follows:

This statement is being filed by RTW Investments, LP, a Delaware limited partnership ("RTW Investments"), RTW Master Fund, Ltd., a Cayman exempted company ("RTW Master Fund"), RTW Innovation Master Fund, Ltd., a Cayman exempted company ("RTW Innovation" and, together with RTW Master Fund, the "Funds"), and Roderick Wong, M.D., a United States citizen ("Dr. Wong").

The Funds are managed by RTW Investments. Dr. Wong is the Managing Partner and Chief Investment Officer of RTW Investments. Dr. Wong is a member of the three-member board of directors of HSAC Holdings 2 LLC (the "Sponsor"). Naveen Yalamanchi, M.D. is a Partner and Portfolio Manager at RTW Investments. Dr. Yalamanchi also serves on the Sponsor's board of directors. Alice Lee also serves on the Sponsor's board of directors and is Senior Counsel at RTW Investments.

Each of RTW Investments, RTW Master Fund, RTW Innovation, and Dr. Wong (each a "Reporting Person" and together, the "Reporting Persons") is filing this statement.

The address of the principal business office of RTW Investments and Dr. Wong is 40 10th Avenue, Floor 7, New York, New York 10014. The address of the principal business office of RTW Master Fund and RTW Innovation is c/o Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands.

The principal business of RTW Investments is serving as investment advisor to the Funds. RTW Investments also serves as investment advisor to RTW Venture Fund Limited ("RTW Venture Fund"). The principal business of the Funds is investments. The principal business of Dr. Wong is to manage the investment activities of RTW Investments.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended and supplemented as follows:

The source of funds used for the purchase of the Common Stock reported herein was the working capital of the Funds. The Funds and RTW Venture Fund purchased an aggregate of 1,808,512 shares of Common Stock for an aggregate purchase price of \$18,085,120 pursuant to the Backstop Agreement and received 2,310,000 shares of Common Stock in the Business Combination in exchange for the equity interests in Orchestra BioMed, Inc. held by the Funds and RTW Venture Fund.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

The Reporting Persons and RTW Venture Fund acquired 1,808,512 shares of Common Stock for an aggregate purchase price of \$18,085,120 on January 24, 2023 following receipt that day of a funding notice from the Issuer specifying the number of shares that the Reporting Persons were required to purchase pursuant to the Backstop Agreement. The Business Combination closed on January 26, 2023, and the Reporting Persons and RTW Venture Fund received an aggregate of 2,310,000 shares of Common Stock in the Business Combination in exchange for their equity interests in Orchestra BioMed, Inc.

In connection with the closing of the Business Combination, and effective as of January 26, 2023, Dr. Wong resigned his position as President, Chief Executive Officer, and Chairman of the Board of Directors of the Issuer, as well as his position as a member of its board of directors.

The information set forth in Item 3 above is incorporated by reference to this Item 4.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and supplemented as follows:

- (a) RTW Master Fund is the record owner of 2,518,780 shares of Common Stock. RTW Innovation is the record owner of 2,097,373 shares of Common Stock. RTW Venture Fund is the record owner of 502,359 shares of Common Stock. As the investment manager of the Funds and RTW Venture Fund, RTW Investments may be deemed to own beneficially the shares of Common Stock. As the Managing Partner of RTW Investments, Dr. Wong may be deemed to own beneficially the shares of Common Stock.

The percentage of outstanding shares of Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 31,614,079 shares of Common Stock reported by the Issuer to the Reporting Persons on January 26, 2023.

The Reporting Persons could be deemed to constitute a Section 13(d) group with the Sponsor. We understand that the Sponsor beneficially owns 5,110,956 shares of Common Stock. In aggregate, the Reporting Persons and the Sponsor would beneficially own an aggregate of 10,229,468 shares of Common Stock, representing 32.4% of the outstanding shares. The Reporting Persons disclaim the existence of a 13(d) group.

- (c) On January 24, 2023, the Funds and RTW Venture Fund effected a purchase of 1,808,512 shares of Common Stock for a per-share price of \$10.00 pursuant to the Backstop Agreement. On January 26, 2023, the Funds and RTW Venture Fund received 2,310,000 shares of Common Stock in the Business Combination in exchange for the equity interests in Orchestra BioMed, Inc. held by the Funds and RTW Venture Fund.
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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 27th day of January, 2023.

RTW INVESTMENTS, LP

By: /s/ Roderick Wong, M.D.

Name: Roderick Wong, M.D.

Title: Managing Partner

RTW MASTER FUND, LTD.

By: /s/ Roderick Wong, M.D.

Name: Roderick Wong, M.D.

Title: Director

RTW INNOVATION MASTER FUND, LTD.

By: /s/ Roderick Wong, M.D.

Name: Roderick Wong, M.D.

Title: Director

/s/ Roderick Wong, M.D.

Roderick Wong, M.D.
