

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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) <u>C/O ORCHESTRA BIOMED HOLDINGS, INC.</u> <u>150 UNION SQUARE DRIVE</u> <hr/> (Street) <u>NEW HOPE PA 18938</u> <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) <u>04/12/2023</u>			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					
4. If Amendment, Date of Original Filed (Month/Day/Year)			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share ("Common Stock")	04/12/2023		M <sup>(1)(2)</sup>		14,959	A	(1)(2)	83,778	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
Right to Receive Earnout Shares	(1)(2)	04/12/2023		M <sup>(1)(2)</sup>		14,959		(1)(2)	(1)(2)	Common Stock	14,959	(1)(2)	14,959	D	

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger, dated as of July 4, 2022 (and as subsequently amended) by and among the Issuer and certain other parties named therein (the "Merger Agreement"), the Reporting Person has the contingent right to receive, for no additional consideration, the Reporting Person's Pro Rata Portion (as such term is defined in the Merger Agreement ) of 8,000,000 shares of common stock of the Issuer (the "Earnout Shares") if, at any time from January 26, 2023 until January 26, 2028, the volume-weighted average price of the common stock of the Issuer is greater than or equal to (i) with respect to 4,000,000 Earnout Shares, \$15.00 per share over any 20 trading days within any 30-trading day period (the "Initial Milestone Event") and (ii) with respect to 4,000,000 Earnout Shares, \$20.00 per share over any 20 trading days within any 30-trading day period.

2. The Initial Milestone Event occurred on April 12, 2023 and 14,959 shares of Common Stock were issued to the Reporting Person on April 19, 2023 in accordance with the Merger Agreement.

**Remarks:**

President and Chief Operating Officer

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

05/05/2023

\*\* 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.