

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Sherman Darren</u> (Last) (First) (Middle) C/O ORCHESTRA BIOMED HOLDINGS, INC. 150 UNION SQUARE DRIVE (Street) NEW HOPE PA 18938 (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) 01/30/2023	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
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Nonstatutory Stock Option (Right to Buy) ⁽¹⁾	\$10	01/26/2023		A		508,397		(2)	08/17/2032	Common Stock	508,397	(3)	508,397	D	
Nonstatutory Stock Option (Right to Buy) ⁽¹⁾	\$10	01/26/2023		A		116,250		(4)	01/19/2033	Common Stock	116,250	(5)	116,250	D	

Explanation of Responses:

- On January 30, 2023, the Reporting Person filed a Form 4 which inadvertently (i) misstated the expiration dates of two classes of nonstatutory stock options ("NSOs") and (ii) misstated the vesting schedules for such NSOs. In accordance with Instruction 9(b) to Form 4, this amendment is filed solely to (i) correct the incorrect expiration dates in Table II, Column 6 to August 17, 2032 and January 19, 2033, respectively, and (ii) correct the incorrect vesting schedules set forth in the footnotes corresponding to such NSOs, which are reproduced in this amendment with the correct vesting schedules; as provided in that instruction, the remainder of the information in the original filing is not restated in this amendment, and no other amendment is made to the original filing.
- 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 September 30, 2022, 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) 44.4% of the underlying shares vested on the grant date and (ii) 55.6% of the underlying shares will vest in equal installments on a quarterly basis on the last day of each quarter, starting with March 31, 2023, 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.

Remarks:

President and Chief Operating Officer

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

05/19/2023

** 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.