



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

August 18, 2021

Peter K. Miller  
Chief Executive Officer  
OptiNose, Inc.  
1020 Stony Hill Road, Suite 300  
Yardley, Pennsylvania 19067

**Re: OptiNose, Inc.**  
**Registration Statement on Form S-3**  
**Filed August 11, 2021**  
**File No. 333-258707**

Dear Mr. Miller:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Gary Guttenberg at (202) 551-6477 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Stephen M. Nicolai