



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

DIVISION OF  
CORPORATION FINANCE

March 7, 2021

Keith A. Goldan  
Chief Financial Officer  
OptiNose, Inc.  
1020 Stony Hill Road, Suite 300  
Yardley, PA 19067

**Re: OptiNose, Inc.  
Form 10-Q  
Exhibit No. 10.1  
Filed November 5, 2020  
File No. 001-38241**

Dear Mr. Goldan:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance