

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | |
|--|--|---|--|
| 1. Name and Address of Reporting Person * PERCEPTIVE ADVISORS LLC (Last) (First) (Middle) 51 ASTOR PLACE, 10TH FLOOR (Street) NEW YORK, NY 10003 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/13/2018 | 3. Issuer Name and Ticker or Trading Symbol Motus GI Holdings, Inc. [MOTS] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,544,155 | I | See footnote (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Convertible Preferred Stock | (2) | (2) | Common Stock, par value \$0.0001 per share | 256,386 | \$ (2) | I | See footnote (1) |
| Warrant (right to buy) | 12/22/2016 | 12/22/2021 | Common Stock, par value \$0.0001 per share | 66,000 | \$ 5 | I | See footnote (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERCEPTIVE ADVISORS LLC | | | | |

| | | | | |
|--|--|---|--|--|
| 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003 | | X | | |
| PERCEPTIVE LIFE SCIENCES MASTER FUND LTD 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003 | | X | | |
| EDELMAN JOSEPH 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003 | | X | | |

Signatures

| | | |
|--|--|------------|
| /s/ Joseph Edelman - for Perceptive Life Sciences Master Fund Ltd., By: Perceptive Advisors LLC, its investment manager, By: Joseph Edelman, its managing member | | 02/13/2018 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Joseph Edelman - for Perceptive Advisors LLC, By: Joseph Edelman, its managing member | | 02/13/2018 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Joseph Edelman | | 02/13/2018 |
| <small>**Signature of Reporting Person</small> | | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr.

(1) Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Each share of Series A Convertible Preferred Stock is immediately convertible, at the option of the holder, into one share of common (2) stock, par value \$0.0001 per share (the "Common Stock"), of the Issuer and shall convert into Common Stock upon the occurrence of certain events, including the consummation of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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