

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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 FEINBERG LARRY N <small>(Last) (First) (Middle)</small> 262 HARBOR DRIVE, 3RD FL <small>(Street)</small> STAMFORD, CT 06902 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Motus GI Holdings, Inc. [MOTS] 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2021 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) * See Remarks 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
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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			
Common Stock, par value \$0.0001 per share ("Common Stock")								2,711,402	I	See footnote (1) (6) (7)
Common Stock								379,566	I	See footnote (2) (6) (7)
Common Stock								550,698	I	See footnote (3) (6) (7)
Common Stock	01/26/2021		S		29,115	D	\$ 1.9034	105,885	I	See footnote (4) (6) (7)
Common Stock	01/26/2021		S		30,000	D	\$ 1.9	0	I	See footnote (5) (6) (7)

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

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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 Underlying Securities (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 of Derivative Security: 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				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINBERG LARRY N 262 HARBOR DRIVE, 3RD FL STAMFORD, CT 06902				* See Remarks
ORACLE PARTNERS LP 262 HARBOR DRIVE, 3RD FL STAMFORD, CT 06902				* See Remarks

Signatures

/s/ Larry N. Feinberg		02/05/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
ORACLE PARTNERS, L.P., By: Oracle Associates, LLC, its General Partner, By: /s/ Larry N. Feinberg, Managing Member		02/05/2021
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * 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).
- (1) These securities are owned by Oracle Partners, LP. ("Partners").
- (2) These securities are owned by Oracle Institutional Partners, L.P. ("Institutional Partners").

(3) These securities are owned by Oracle Ten Fund, L.P. ("Ten Fund").

(4) These securities are owned by Oracle Investment Management, Inc. Employees Retirement Plan ("Retirement Plan").

(5) These securities are owned by Feinberg Family Foundation ("Foundation").

(6) Larry N. Feinberg serves as the managing member of Oracle Associates, LLC, the general partner of Partners, Institutional Partners and Ten Fund, and accordingly, may be deemed to be the indirect beneficial owner of the shares beneficially owned by Partners, Institutional Partners and Ten Fund. Mr. Feinberg is the sole shareholder, director and president of Oracle Investment Management, Inc., which serves as investment manager to Partners, Institutional Partners, Ten Fund and Retirement Plan, and accordingly, may be deemed to be the beneficial owner of the shares beneficially owned by Partners, Institutional Partners, Ten Fund and Retirement Plan. Mr. Feinberg serves as the Trustee of the Foundation, and accordingly, may be deemed to be the beneficial owner of the shares beneficially owned by the Foundation.

(7) Each of the Reporting Persons identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Persons identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

Remarks:

*This is a voluntary exit report. As the result of a recent share issuance by the Issuer, the Reporting Persons have less than a 10% ownership interest in the securities described in this statement.

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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