

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

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 * Sherman Darren (Last) (First) (Middle) C/O MOTUS GI HOLDINGS, INC., 1301 EAST BROWARD BOULEVARD, 3RD FLOOR (Street) FT. LAUDERDALE,, FL 33301 (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 checked="" 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 checked="" type="checkbox"/> Form filed by One Reporting Person <input 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, par value \$0.0001 per share	2,250	D	
Common Stock, par value \$0.0001 per share	1,094,930	I	By Orchestra MOTUS Co-Investment Partners, LLC (1)
Common Stock, par value \$0.0001 per share	970,044	I	By Orchestra Medical Ventures II, L.P. (2)
Common Stock, par value \$0.0001 per share	83,352	I	By Orchestra Medical Ventures II Reserve, L.P. (3)
Common Stock, par value \$0.0001 per share	51,498	I	By Accelerated Technologies, Inc. (4)

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

SEC 1473 (7-02)

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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			
Stock Option (right to buy)	(5)	05/03/2027	Common Stock, par value \$0.0001 per share	100,000	\$ 4.5	D	
			Common Stock, par				

Series A Convertible Preferred Stock	(6)	(6)	value \$0.0001 per share	750	\$ 0	D	
Series A Convertible Preferred Stock	(6)	(6)	Common Stock, par value \$0.0001 per share	65,038	\$ 0	I	By Orchestra MOTUS Co-Investment Partners, LLC (1)
Series A Convertible Preferred Stock	(6)	(6)	Common Stock, par value \$0.0001 per share	99,748	\$ 0	I	By Orchestra Medical Ventures II, L.P. (2)
Warrant (right to buy)	12/22/2016	12/22/2021	Common Stock, par value \$0.0001 per share	69,136	\$ 5	I	By Orchestra MOTUS Co-Investment Partners, LLC (1)
Warrant (right to buy)	12/22/2016	12/22/2021	Common Stock, par value \$0.0001 per share	108,838	\$ 5	I	By Orchestra Medical Ventures II, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Darren C/O MOTUS GI HOLDINGS, INC. 1301 EAST BROWARD BOULEVARD, 3RD FLOOR FT. LAUDERDALE,, FL 33301	X	X		

Signatures

/s/ Andrew Taylor, power of attorney		02/13/2018
<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 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 Orchestra MOTUS Co-Investment Partners, LLC ("OMCP"). Orchestra Medical Ventures II GP, LLC ("OMV GP") serves as general partner to OMCP. Reporting Person and David Hochman are the managing members of OMV GP. Reporting Person, together with Mr. Hochman, jointly exercises sole dispositive and sole voting power over the shares owned by

(1) OMCP. Each of Reporting Person, Mr. Hochman and OMV GP disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16"), 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 Reporting Person, Mr. Hochman or OMV GP is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

The securities are directly held by Orchestra Medical Ventures II, L.P. ("OMV II"). OMV GP serves as general partner to OMV II. Reporting Person and David Hochman are the managing members of OMV GP. Reporting Person, together with Mr. Hochman, jointly exercises sole dispositive and sole voting power over the shares owned by OMV II. Each of Reporting Person, Mr. Hochman and OMV

(2) GP disclaims, for purposes of Section 16, 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 Reporting Person, Mr. Hochman or OMV GP is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

The securities are directly held by Orchestra Medical Ventures II Reserve, L.P. ("OMV Reserve"). OMV GP serves as general partner to OMV Reserve. Reporting Person and David Hochman are the managing members of OMV GP. Reporting Person, together with Mr.

- (3) Hochman, jointly exercises sole dispositive and sole voting power over the shares owned by OMV Reserve. Each of Reporting Person, Mr. Hochman and OMV GP disclaims, for purposes of Section 16, 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 Reporting Person, Mr. Hochman or OMV GP is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

The securities are directly held by Accelerated Technologies, Inc. ("ATI"). Reporting Person, together with David Hochman, jointly exercises sole dispositive and sole voting power over the shares owned by ATI. Each of Reporting Person and Mr. Hochman disclaims,

- (4) for purposes of Section 16, beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed an admission that either Reporting Person or Mr. Hochman is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (5) The option becomes exercisable as to 50% of the shares on May 4, 2018, and the remaining shares become exercisable on May 4, 2019. Each share of Series A Convertible Preferred Stock is immediately convertible, at the option of the Reporting Person, into one share of common stock, par value \$0.0001 per share (the "Common Stock"), of Motus GI Holdings, Inc. ("Motus"), and shall convert into
- (6) Common Stock upon the occurrence of certain events. Please see the Motus Registration Statement filed with the Securities and Exchange Commission on Form S-1 (File No. 333-222441) for a complete description of the conversion rights.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Known by all those present, that Darren Sherman hereby constitutes and appoints each of Andrew Taylor and Steven Skolnick as his true and lawful attorneys-in-fact with respect to Motus GI Holdings, Inc. to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 and 16(a) of the Securities Exchange Act of 1934, or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned Schedules 13D and 13G, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G, and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including without limitation the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's designated substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the each foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of November, 2017.

/s/ Darren Sherman

Name: Darren Sherman
