

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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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 * <b>Sherman Darren</b>  (Last) (First) (Middle) <b>C/O MOTUS GI HOLDINGS, INC., 1301 EAST BROWARD BLVD, 3RD FLOOR</b>  (Street) <b>FT. LAUDERDALE, FL 33301</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Motus GI Holdings, Inc. [MOTS]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2018</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  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
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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	05/31/2018		J(1)		1,000,000	D	(1)	109,792	I	By Orchestra Medical Ventures II, L.P. (2)
Common Stock, par value \$0.0001 per share	05/31/2018		J(3)		2,000,000	A	(3)	2,000,000	I	By Orchestra BioMed, Inc. (4)
Common Stock, par value \$0.0001 per share								9,000	D	
Common Stock, par value \$0.0001 per share								1,159,968	I	By Orchestra MOTUS Co-Investment Partners, LLC (5)
Common Stock, par value \$0.0001 per share								83,352	I	By Orchestra Medical Ventures II Reserve, L.P. (6)
Common Stock, par value \$0.0001 per share								51,498	I	By Accelerated Technologies, Inc. (7)

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

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. SEC 1474 (9-02)

**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)					

## Reporting Owners

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

## Signatures

/s/ Andrew Taylor, power of attorney	06/04/2018
<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 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).

The securities are directly held by Orchestra Medical Ventures II, L.P. ("OMV II"). Orchestra Medical Ventures II GP, LLC ("OMV GP") serves as general partner to (1) OMV II. Reporting Person and David Hochman are the managing members of OMV GP. OMV II exchanged 1,000,000 shares of Common Stock of Motus GI Holdings, Inc. in return for 1,000,000 shares of Series A Preferred Stock of Orchestra BioMed, Inc., a Delaware corporation ("OBIO").

The securities are directly held by OMV II. OMV GP serves as general partner to OMV II. Reporting Person and Mr. Hochman are the managing members of OMV GP. Reporting Person and Mr. Hochman jointly exercise dispositive and 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 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 OBIO. Reporting Person, Mr. Hochman and Geoffrey W. Smith are the directors of OBIO. OBIO exchanged 2,000,000 shares of Series (3) A Preferred Stock of OBIO in return for (a) 1,000,000 shares of Common Stock of Motus GI Holdings, Inc. from OMV II and (b) 1,000,000 shares of Common Stock of Motus GI Holdings, Inc. from Ascent Biomedical Ventures II, L.P.

The securities are directly held by OBIO. Reporting Person, Mr. Hochman and Mr. Smith are the directors of OBIO. Reporting Person, Mr. Hochman and Mr. Smith (4) jointly exercise dispositive and voting power over the shares owned by OBIO. Each of Reporting Person, Mr. Hochman and Mr. Smith disclaims, for purposes of Section 16, beneficial ownership of such securities, except to the extent of their indirect pecuniary interest therein, and this report shall not be deemed an admission that either Reporting Person, Mr. Hochman or Mr. Smith are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

The securities are directly held by Orchestra MOTUS Co-Investment Partners, LLC ("OMCP"). Orchestra Medical Ventures, LLC ("OMV LLC") serves as managing (5) member to OMCP. Reporting Person and Mr. Hochman are the managing partners of OMV LLC. Reporting Person and Mr. Hochman jointly exercise dispositive and voting power over the shares owned by OMCP. Each of Reporting Person, Mr. Hochman and OMV LLC 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 LLC 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 (6) and Mr. Hochman are the managing members of OMV GP. Reporting Person and Mr. Hochman jointly exercise dispositive and 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 and Mr. Hochman jointly exercise dispositive and voting power over the (7) shares owned by ATI. Each of Reporting Person and Mr. Hochman disclaims, 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.

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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