

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * Sherman Darren		2. Issuer Name and Ticker or Trading Symbol Motus GI Holdings, Inc. [MOTS]		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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2020		
C/O MOTUS GI HOLDINGS, INC., 1301 EAST BROWARD BOULEVARD, 3RD FLOOR					
(Street)			4. 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
FT. LAUDERDALE, FL 33301					
(City)			(State) (Zip)		

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	02/06/2020		A		12,500 (1)	A	\$ 0	21,500 (2)	D	
Common Stock, par value \$0.0001 per share								2,000,000	I	By Orchestra BioMed, Inc. (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.

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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 2.16	02/06/2020		A		12,500	(5)	02/06/2030	Common Stock, par value \$0.0001 per share	12,500	\$ 0	12,500 (2)	D	

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			

Signatures

/s/ Andrew Taylor, power of attorney		02/07/2020
Signature of Reporting Person		Date

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) On February 6, 2020, Reporting Person was granted 12,500 Common Stock restricted stock units. The restricted stock units vest as to 50% of the shares on February 6, 2021, and the remaining restricted stock unit shares vest on February 6, 2022. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units award was made in accordance with the terms of the Issuer's 2016 Equity Incentive Plan (the "2016 Plan").

In prior reports, Reporting Person reported indirect beneficial ownership of (A) 109,792 shares of Issuer Common Stock held by Orchestra Medical Ventures II, L.P. ("OMV II"), (B) a warrant to purchase 108,838 shares of Issuer Common Stock held by OMV II, (C) a warrant to purchase 106,980 shares of Issuer Common Stock held by OMV II, (D) 83,352 shares of Issuer Common Stock held by Orchestra Medical Ventures II Reserve, L.P. ("OMV Reserve"), (E) 1,159,968 shares of Issuer Common Stock held by Orchestra MOTUS Co-Investment Partners, LLC ("OMCP"), (F) a warrant to purchase 115,997 shares of Issuer Common Stock held by OMCP, and (G) a warrant to purchase 69,139 shares of Issuer Common Stock held by OMCP. Each of OMV II, OMV Reserve and OMCP distributed all of their securities of Issuer on a pro rata basis to their members, for no consideration, on 12/31/2019 and Reporting Person retained no direct or indirect beneficial ownership of any shares of Issuer Common Stock or warrants to purchase shares of Issuer Common Stock pursuant to such pro rata distributions.

(3) Reporting Person is a member of the board of directors of Orchestra BioMed, Inc., a Delaware corporation ("OBIO"). Reporting Person jointly exercises dispositive and voting power over the shares owned by OBIO. Reporting Person 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 Reporting Person is the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

(4) Reporting Person jointly exercises dispositive and voting power over the shares owned by Accelerated Technologies, Inc. ("ATI"). Reporting Person 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 Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

(5) The option award was made in accordance with the terms of the 2016 Plan. The option becomes exercisable as to 50% of the shares on February 6, 2021, and the remaining shares will become exercisable on February 6, 2022. The exercise price is based on the closing price for the shares of the Common Stock on the date of grant in accordance with the terms of the 2016 Plan.

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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