

## 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) 02/13/2018
		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	1,094,930	I	By Orchestra MOTUS Co-Investment Partners, LLC <a href="#">(1)</a> <a href="#">(2)</a>

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			
Series A Convertible Preferred Stock	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock, par value \$0.0001 per share	65,038	\$ 0	I	By Orchestra MOTUS Co-Investment Partners, LLC <a href="#">(1)</a> <a href="#">(2)</a>
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 <a href="#">(1)</a> <a href="#">(2)</a>

## 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		02/21/2018
<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).

(1) The securities are directly held by Orchestra MOTUS Co-Investment Partners, LLC ("OMCP"). Orchestra Medical Ventures, LLC ("OMV LLC") serves as managing member to OMCP. Reporting Person and David Hochman are the managing partners of OMV LLC. Reporting Person, together with Mr. Hochman, jointly exercises sole dispositive and sole voting power over the shares owned by OMCP. Each of Reporting Person, Mr. Hochman and OMV LLC 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 LLC is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Due to an administrative error, Reporting Person previously disclosed that Orchestra Medical Ventures II GP, LLC served as general partner to OMCP.

(2) This amended Form 3 is being filed to correct the administrative error and properly reflect that OMV LLC serves as managing member to OMCP. Each of Reporting Person, Mr. Sherman and OMV LLC disclaims, for purposes of Section 16, beneficial ownership of all securities owned by OMCP, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that either Reporting Person, Mr. Sherman or OMV LLC is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

(3) 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 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.

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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