

FORM 4

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

OMB APPROVAL	
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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 Jacobs Gary E.		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) C/O MOTUS GI HOLDINGS, INC., 1301 EAST BROWARD BOULEVARD, 3RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018			
(Street) FT. LAUDERDALE, FL 33301		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	
(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	02/16/2018		p(1)		5,000	A	\$ 5	9,100	D	
Common Stock, par value \$0.0001 per share	02/16/2018		C		63,289	A	\$ 0	723,856	I	By Jacobs Investment Company LLC (2)

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				
Series A Convertible Preferred Stock	\$ 0	02/16/2018		C		63,289	(3)	(3)	Common Stock	63,289	\$ 0	0	I	By Jacobs Investment Company LLC (2)
Warrant (right to buy)	\$ 5	02/16/2018		j(4)		72,386	08/15/2018	02/16/2023	Common Stock	72,386	\$ 0	72,386	I	By Jacobs Investment Company LLC (2)

Reporting Owners

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

Signatures

/s/ Andrew Taylor, power of attorney	02/21/2018
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) The securities were purchased pursuant to an underwritten public offering by the Issuer. The offering closed on February 16, 2018.

The securities are directly held by Jacobs Investment Company LLC. Reporting Person is the managing member of Jacobs Investment Company LLC. Reporting Person exercises sole dispositive and sole voting power over the shares owned by Jacobs Investment Company LLC. Reporting Person disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934,

(2) 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.

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

(3) "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) (the "Registration Statement") for a complete description of the conversion rights.

(4) The securities were acquired as consideration for entering into one or more agreements in connection with Company's initial public offering. Please see the Registration Statement for a complete description of the warrant terms and such agreements.

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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