

# 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 Ascent Biomedical Ventures II, L.P. <small>(Last) (First) (Middle)</small> C/O MOTUS GI HOLDINGS, INC., 1301 EAST BROWARD BOULEVARD, 3RD FLOOR <small>(Street)</small> FT. LAUDERDALE, FL 33301 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Motus GI Holdings, Inc. [MOTS]	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		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

### 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		C		144,352	A	\$ 0	1,591,481	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$ 0	02/16/2018		C		144,352		(1)	(1)	Common Stock	144,352	\$ 0	0	D	
Warrant (right to buy)	\$ 5	02/16/2018		(2)		159,149		08/15/2018	02/16/2023	Common Stock	159,149	\$ 0	159,149	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ascent Biomedical Ventures II, L.P. C/O MOTUS GI HOLDINGS, INC. 1301 EAST BROWARD BOULEVARD, 3RD FLOOR FT. LAUDERDALE, FL 33301		X		

## Signatures

/s/ Andrew Taylor	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 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).

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 (1) 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.

(2) 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.

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.