

FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Sherman Darren <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 checked="" type="checkbox"/> Director <input 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		p(1)		5,000	A	\$ 5	7,250	D	
Common Stock, par value \$0.0001 per share	02/16/2018		C		750	A	\$ 0	8,000	D	
Common Stock, par value \$0.0001 per share	02/16/2018		p(1)		40,000	A	\$ 5	1,010,044	I	By Orchestra Medical Ventures II, L.P. (2)
Common Stock, par value \$0.0001 per share	02/16/2018		C		99,748	A	\$ 0	1,109,792	I	By Orchestra Medical Ventures II, L.P. (2)
Common Stock, par value \$0.0001 per share	02/16/2018		C		65,038	A	\$ 0	1,159,968	I	By Orchestra MOTUS Co-Investment Partners, LLC (3)
Common Stock, par value \$0.0001 per share								83,352	I	By Orchestra Medical Ventures II Reserve, L.P. (4)
Common Stock, par value \$0.0001 per share								51,498	I	By Accelerated Technologies, Inc. (5)

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$ 0	02/16/2018		C		750		(6)	(6)	Common Stock	750	\$ 0	0	D	
Series A Convertible Preferred Stock	\$ 0	02/16/2018		C		99,748		(6)	(6)	Common Stock	99,748	\$ 0	0	I	By Orchestra Medical Ventures II, L.P. (2)
Series A Convertible Preferred Stock	\$ 0	02/16/2018		C		65,038		(6)	(6)	Common Stock	65,038	\$ 0	0	I	By Orchestra MOTUS Co-Investment

Warrants (right to buy)	\$ 5	02/16/2018	j(7)	300	08/15/2018	02/16/2023	Common Stock	300	\$ 0	300	D	Partners, LLC (3)
Warrants (right to buy)	\$ 5	02/16/2018	j(7)	106,980	08/15/2018	02/16/2023	Common Stock	106,980	\$ 0	106,980	I	By Orchestra Medical Ventures II, L.P. (2)
Warrants (right to buy)	\$ 5	02/16/2018	j(7)	115,997	08/15/2018	02/16/2023	Common Stock	115,997	\$ 0	115,997	I	By Orchestra MOTUS Co-Investment Partners, LLC (3)

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 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 Orchestra Medical Ventures II, L.P. ("OMV II"). Orchestra Medical Ventures II GP, LLC ("OMV GP") serves as general partner to OMV II. Reporting Person and Darren Sherman are the managing members of OMV GP. Reporting Person, together with Mr. Sherman, jointly exercises sole dispositive and sole voting power over the shares owned by

(2) OMV II. Each of Reporting Person, Mr. Sherman 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. Sherman 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 Orchestra MOTUS Co-Investment Partners, LLC ("OMCP"). Orchestra Medical Ventures, LLC ("OMV LLC") serves as managing member to OMCP.

(3) Reporting Person and Darren Sherman are the managing partners of OMV LLC. Reporting Person, together with Mr. Sherman, jointly exercises sole dispositive and sole voting power over the shares owned by OMCP. Each of Reporting Person, Mr. Sherman 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. Sherman 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 and David Hochman are the managing members of OMV GP. Reporting Person, together with Mr. Hochman, jointly exercises sole dispositive and sole 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.

(5) The securities are directly held by Accelerated Technologies, Inc. ("ATI"). Reporting Person, together with David Hochman, jointly exercises sole dispositive and sole voting power over the 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.

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

(7) 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.