

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>Nielsen Jack</u></p> <p>(Last) (First) (Middle)</p> <p>C/O HARMONY BIOSCIENCES HOLDINGS, INC.</p> <p>630 W. GERMANTOWN PIKE, SUITE 215</p> <p>(Street)</p> <p>PLYMOUTH PA 19462</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Harmony Biosciences Holdings, Inc.</u> [ HRMY ]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>03/30/2022</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		

**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	03/30/2022		s <sup>(3)</sup>		3,470	D	\$50.24 <sup>(4)</sup>	18,473	I	See Footnote <sup>(1)</sup>
Common Stock	03/30/2022		s <sup>(3)</sup>		24,381	D	\$50.24 <sup>(4)</sup>	4,130,048	I	See Footnote <sup>(2)</sup>
Common Stock	03/31/2022		s <sup>(3)</sup>		893	D	\$50.15 <sup>(5)</sup>	17,580	I	See Footnote <sup>(1)</sup>
Common Stock	03/31/2022		s <sup>(3)</sup>		6,272	D	\$50.15 <sup>(5)</sup>	4,123,776	I	See Footnote <sup>(2)</sup>
Common Stock	04/01/2022		s <sup>(3)</sup>		296	D	\$50 <sup>(6)</sup>	17,284	I	See Footnote <sup>(1)</sup>
Common Stock	04/01/2022		s <sup>(3)</sup>		2,079	D	\$50 <sup>(6)</sup>	4,121,697	I	See Footnote <sup>(2)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares are held of record by Vivo Capital Fund IX, L.P. Vivo Capital IX, LLC is the General Partner of Vivo Capital Fund IX, L.P. As a managing member of Vivo Capital IX, LLC, Jack Nielsen shares voting and dispositive power with respect to the shares held of record by Vivo Capital Fund IX, L.P. with other managing members, but disclaims beneficial ownership of such shares except to the extent of his individual pecuniary interest therein.
- The shares are held of record by Vivo Capital Fund VIII, L.P. and Vivo Capital Surplus Fund VIII, L.P. Vivo Capital VIII, LLC is the General Partner of Vivo Capital Fund VIII, L.P. and Vivo Capital Surplus Fund VIII, L.P. As a managing member of Vivo Capital VIII, LLC, Jack Nielsen shares voting and dispositive power with respect to the shares held of record by Vivo Capital Fund VIII, L.P. and Vivo Capital Surplus Fund VIII, L.P. with other managing members, but disclaims beneficial ownership of such shares except to the extent of his individual pecuniary interest therein.
- The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2021.
- The price reported herein is a weighted average price. These shares were acquired on the open market in multiple transactions at prices ranging from \$50.00 to \$50.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported herein is a weighted average price. These shares were acquired on the open market in multiple transactions at prices ranging from \$50.00 to \$50.63, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (5) to this Form 4.
- The price reported herein is a weighted average price. These shares were acquired on the open market in multiple transactions at prices ranging from \$50.00 to \$50.02, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (6) to this Form 4.

/s/ Christian Ulrich, Attorney-in-fact for Jack Bech Nielsen 04/01/2022

\*\* Signature of Reporting Person Date

\* 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).

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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