

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Wicki Andreas</u>  (Last) (First) (Middle) GOVERNORS SQUARE, SUITE #4-212-2 23 LIME TREE BAY AVE., WEST BAY  (Street) GRAND CAYMAN E9 00000  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/18/2020	3. Issuer Name and Ticker or Trading Symbol <u>Harmony Biosciences Holdings, Inc. [ HRMY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of 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 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)
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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: 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 Preferred Stock	(2)	(2)	Common Stock	3,651,856	(2)	I	See Footnote <sup>(1)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock	394,549	(3)	I	See Footnote <sup>(1)</sup>

**Explanation of Responses:**

- These shares are held by HBM Healthcare Investments (Cayman) Ltd. ("HBM"), of which Mr. Wicki is a member of the board of directors. Mr. Wicki may be deemed to beneficially own the shares held by HBM. Mr. Wicki disclaims beneficial ownership of such shares for the purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report on Form 3 shall not be deemed an admission that the reporting person is a beneficial owner for the purposes of Section 16 of the Exchange Act, or for any other purpose.
- The Series A Preferred Stock is convertible into Common Stock on a 8.215-for-1 basis into the number of shares of Common Stock as shown in Column 3 at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. These shares have no expiration date.
- The Series C Preferred Stock is convertible into Common Stock on a 8.215-for-1 basis into the number of shares of Common Stock as shown in Column 3 at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. These shares have no expiration date.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/S/ MEHDI KHODADAD, 08/18/2020  
ATTORNEY-IN-FACT

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Mehdi Khodadad, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of a class of securities of any U.S. Securities and Exchange Commission ("SEC") reporting company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is any reporting company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned ceasing to be required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact and (c) as to the attorney-in-fact individually, such attorney-in-fact ceasing to be employed by Sidley Austin LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of August, 2020.

/s/ Andreas Wicki, Ph. D.  
Andreas Wicki, Ph.D.

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