

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person* <u>Serafin Andrew</u>  (Last) (First) (Middle) 630 W. GERMANTOWN PIKE, SUITE 215  (Street) PLYMOUTH PA 19462  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Harmony Biosciences Holdings, Inc. [ HRMY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Business Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/25/2020	

**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	08/21/2020		C		33,693	A	(1)	33,693	D	

**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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/21/2020		C			200,000	(1)	(1)	Common Stock	27,039.05 <sup>(2)</sup>	\$0.00	0	D	
Series C Preferred Stock	(1)	08/21/2020		C			51,021	(1)	(1)	Common Stock	6,653.98 <sup>(3)</sup>	\$0.00	0	D	

**Explanation of Responses:**

- Each share of preferred stock automatically converted on a 8.215-for-one basis into common stock upon the closing of the Issuer's initial public offering, with any fractional shares resulting from the conversion of the aggregate preferred stock held by the reporting person canceled in exchange for cash.
- Includes 2,693.34 shares of common stock received upon the payment of an in-kind dividend on the Series A Preferred Stock on August 21, 2020.
- Includes 443.27 shares of common stock received upon the payment of an in-kind dividend on the Series C Preferred Stock on August 21, 2020.

**Remarks:**

Reflects the final dividend shares issuable on the preferred stock as communicated to the reporting person by the Issuer on August 31, 2020.

/s/ Stephanie Wisdo, Attorney-in-fact for Andrew Serafin 09/04/2020

\*\* 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 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.

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.