FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Harmony Biosciences Holdings, Inc. Harmony Biosciences Holdings, Inc. Harmony Biosciences Holdings, Inc. Harmony Biosciences Holdings, Inc. William Dispersion D						or S	Section	30(h) c	of the	Ínvest	ment (Company Act	of 1940									
Common Stock	1. Name and Address of Reporting Person* Nielsen Jack					2. Issuer Name and Ticker or Trading Symbol Harmony Biosciences Holdings, Inc. [(Check all applicable) X Director 10% Owner						
COHARMONY BIOSCIENCES HOLDINGS, INC. 3. Date of Earliest Transaction (Month/Day/Year) (Street) PLYMOUTH MEETING Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, (Month/Day/Year) (Month/Day/Year) Execution Date, (Month/Day/Year) (Month/Day/Year) Execution Date, (Month/Day/Year) (Month/Day/Year) Execution Date, (Month/Day/Year) Execu	(Last)	(Fi	rst)	(Midd	le)													le				
A. If Amendment, Date of Original Filed (Month/Day/Year) Scheduling Schedulin	C/O HARMONY BIOSCIENCES HOLDINGS,				Date of Earliest Transaction (Month/Day/Year)																	
Common Stock 19/2022 Star 19/202	630 W. C	GERMANT	OWN PIKE	E, SUITE	E 215																_	
Table - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Y	(Street) PLYMOUTH DA 19462						Line) X Form filed by One Reporting Person Form filed by More than One Reporting											è				
2. Transaction Date 2. Transaction Date (Month/Day/Year) (Mont	(City)	(St	tate)	(Zip)																		
Date (Month/Day/Year) Execution Date, it any (Month/Day/Year) Execution Date (Month/Day/Year) Executio			T	able I -	Non-Deriva	tive	Secu	rities	S Ac	quire	ed, D	isposed o	f, or E	Benefi	icial	ly Own	ed				٦	
Common Stock	Date			Date	ear)	Execution Date, ir) if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4		d (A) or r. 3, 4 ar	nd 5)	Securities Beneficially Owned Following		Form: Direct (D) or Indirect	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
Common Stock 03/22/2022 S(3) 5,757 D \$50.13(4) 4,280,345 I See Footmon Stock 03/23/2022 S(3) 1,344 D \$50.25(5) 38,522 I See Footmon Stock 03/23/2022 S(3) 9,439 D \$50.25(5) 4,270,906 I See Footmon Stock 03/24/2022 S(3) 2,359 D \$50.12(6) 36,163 I See Footmon Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 4,254,330 I See Footmon Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 4,254,330 I See Footmon Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 4,254,330 I See Footmon Stock 1,716										Code	v	Amount	(A) or (D)	Price		Transact	tion(s)			instr. 4)		
Common Stock	Common Stock			03/22/202	.2				S ⁽³⁾		819	D	\$50.1	13 ⁽⁴⁾ 39,866				See Footnote	(1)			
Common Stock 03/23/2022 S(3) 9,439 D \$50.25(5) 4,270,906 I See Footnomer Stock 03/24/2022 S(3) 2,359 D \$50.12(6) 36,163 I See Footnomer Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 4,254,330 I See Footnomer Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) 3. Transaction Code (Instr.) 5. Number of Expiration Date Securities Securities Securities Security 6. Date Exercisable and Expiration Date Security Securities Security 7. Title and Amount of Securities Securities Securities Security 8. Price of Derivative Securities Securities Securities Securities Securities Securities Security 9. Number of Ownership of Berivative Securities Security Securities Security Securities Securities Security Security Security Securities Security Se	Common Stock		03/22/2022					S ⁽³⁾		5,757	D	\$50.1	.13 ⁽⁴⁾ 4,28		0,345	5 I		See Footnote	(2)			
Common Stock 03/23/2022 S ⁽³⁾ 9,439 D \$50.25 ⁽³⁾ 4,270,906 I Footnote Common Stock 03/24/2022 S ⁽³⁾ 2,359 D \$50.12 ⁽⁶⁾ 36,163 I See Footnote Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date Conversion Date (Month/Day/Year) Security or Exercise (Month/Day/Year) Security Securities Securities Securities Securities Securities Table II - Derivative Date Conversion Date (Month/Day/Year) Securities Security Securities Securities Security Securities Securities Securities Securities Security Securities Security Securities Securities Security Securities Securities Security Securities Securities Security Security Securities Securi	Common Stock		03/23/2022		2			S ⁽³⁾		1,344	D	\$50.2	.25 ⁽⁵⁾ 38,5		,522			See Footnote	(1)			
Common Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 36,163 I Footnote Common Stock 03/24/2022 S(3) 16,576 D \$50.12(6) 4,254,330 I See Footnote Footnote Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities 1. Title of Conversion Date (Month/Day/Year) Security Securities	Common Stock		03/23/2022					S ⁽³⁾		9,439	D	D \$50.25 ⁽⁵⁾		4,270,906		I		See Footnote	(2)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date Conversion Security or Exercise (Month/Day/Year) if any 1. Title of Securities Conversion Code (Instr. Date (Month/Day/Year) if any 1. Title and Securities Se	Common Stock			03/24/2022					S ⁽³⁾		2,359	D	\$50.1	12 ⁽⁶⁾	36,163		I		See Footnote	(1)		
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Security or Exercise (Month/Day/Year) if any (e.g., puts, calls, warrants, options, convertible securities) 5. Number of Conversion of Experization Date Experization Date (Month/Day/Year) 5. Number of Expiration Date 6. Date Exercisable and Amount of Securities 7. Title and Amount of Securities 8. Price of derivative 9. Number of derivative 0. Ownership of large 10. 11. 10. 11. 10. 1	Common	Stock			03/24/202	.2				S ⁽³⁾		16,576	D	\$50.1	12 ⁽⁶⁾	4,254	4,330			See Footnote	(2)	
Derivative Conversion Date Execution Date, Transaction of Expiration Date Amount of Derivative derivative Ownership of last Security or Exercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Securities Security Sec				Table												Owne	d					
	Derivative	Conversion or Exercise Price of Derivative	e of ivative		Execution Date,		Transaction		rative rative rities r osed) r. 3, 4	6. Date Ex Expiration (Month/Da		ercisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Ir		8 D S	Derivative	derivativ Securitie Beneficia Owned Followin Reported Transact	re es ally g d tion(s)	Ownershi Form: Direct (D) or Indirec	Benefi Owner (Instr.	rect cial ship	
Code V (A) (D) Date Expiration Date Expiration Date Title Shares						Code	· v	(A)	(D)					or Number of	er							

- 1. 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.
- 2. 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.
- 3. 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.
- 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 \$50.36, 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.
- 5. 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 \$51.05, 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.
- 6. 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 \$50.38, 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, Attorneyin-fact for Jack Bech Nielsen

03/24/2022

** Signature of Reporting Person

- * 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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