

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>Valor IV Pharma Holdings, LLC</u> (Last) (First) (Middle) C/O VALOR EQUITY PARTNERS 875 NORTH MICHIGAN AVENUE, SUITE 3214 (Street) CHICAGO IL 60611 (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) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" 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)
Common Stock	845,336	D ⁽¹⁾	

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	9,129,640	(2)	D ⁽¹⁾	
Series C Preferred Stock	(3)	(3)	Common Stock	217,527	(3)	D ⁽¹⁾	

1. Name and Address of Reporting Person*
Valor IV Pharma Holdings, LLC
 (Last) (First) (Middle)
 C/O VALOR EQUITY PARTNERS
 875 NORTH MICHIGAN AVENUE, SUITE 3214
 (Street)
 CHICAGO IL 60611
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Gracias Antonio J.
 (Last) (First) (Middle)
 C/O VALOR EQUITY PARTNERS
 875 NORTH MICHIGAN AVENUE, SUITE 3214
 (Street)
 CHICAGO IL 60611
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sabater Juan A.		
(Last)	(First)	(Middle)
C/O VALOR EQUITY PARTNERS		
875 NORTH MICHIGAN AVENUE, SUITE 3214		
(Street)		
CHICAGO	IL	60611
(City)	(State)	(Zip)

Explanation of Responses:

1. Antonio Gracias is the Chief Executive Officer of Valor Management L.P. ("Valor Management") and Juan A. Sabater is the President of Valor Management. Valor Management is the managing member of Valor Equity Capital IV LLC, which is the general partner of Valor Equity Associates IV L.P., which, in turn, is the general partner of each of Valor Equity Partners IV L.P., Valor Equity Partners IV-A L.P. and Valor Equity Partners IV-B L.P. (collectively, the "Valor Funds"). The Valor Funds are the sole members of the Valor IV Pharma Holdings, LLC ("Valor"). As such, Messers. Gracias and Sabater may be deemed to beneficially own the shares held by Valor. Each of Messers. Gracias and Sabater disclaims beneficial ownership over the shares described herein except to the extent of their pecuniary interest therein.
2. 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.
3. 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 for Valor IV Pharma Holdings, LLC. Exhibit 24.2 - Power of Attorney for Antonio Gracias. Exhibit 24.3 - Power of Attorney for Juan A. Sabater.

[Valor Management L.P.](#),
[By: /s/ Stephanie Wisdo,](#)
[Attorney-in-fact for](#) [08/18/2020](#)
[Antonio Gracias, Chief](#)
[Executive Officer](#)
[Valor Equity Capital IV](#)
[LLC, By: Valor](#)
[Management L.P., its](#)
[managing member, By: /s/](#) [08/18/2020](#)
[Stephanie Wisdo,](#)
[Attorney-in-fact for](#)
[Antonio Gracias, Chief](#)
[Executive Officer](#)
[Valor Equity Associates IV](#)
[L.P., By: Valor Equity](#)
[Capital IV LLC, its](#)
[general partner, By: Valor](#)
[Management L.P., its](#) [08/18/2020](#)
[managing member, By: /s/](#)
[Stephanie Wisdo,](#)
[Attorney-in-fact for](#)
[Antonio Gracias, Chief](#)
[Executive Officer](#)
[Valor Equity Partners IV](#)
[L.P., By: Valor Equity](#)
[Associates IV L.P., its](#)
[general partner, By: Valor](#)
[Equity Capital IV LLC, its](#)
[general partner, By: Valor](#) [08/18/2020](#)
[Management L.P., its](#)
[managing member, By: /s/](#)
[Stephanie Wisdo,](#)
[Attorney-in-fact for](#)
[Antonio Gracias](#)
[Valor Equity Partners IV-A](#) [08/18/2020](#)
[L.P., By: Valor Equity](#)
[Associates IV L.P., its](#)
[general partner, By: Valor](#)
[Equity Capital IV LLC, its](#)
[general partner, By: Valor](#)
[Management L.P., its](#)
[managing member, By: /s/](#)
[Stephanie Wisdo,](#)

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Harmony Biosciences Holdings, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act 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 each 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of August, 2020.

Valor IV Pharma Holdings, LLC

By: /s/ Antonio Gracias

Name: Antonio Gracias

Title: Authorized Signatory

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Stephanie Wisdo
2. Susan L. Drexler

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Harmony Biosciences Holdings, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

4. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
5. 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 Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
6. 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 each 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2020.

/s/ Antonio Gracias

Antonio Gracias

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Stephanie Wisdo
2. Susan L. Drexler

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Harmony Biosciences Holdings, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

7. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
8. 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 Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
9. 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 each 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of August, 2020.

/s/ Juan A. Sabater

Juan A. Sabater

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Stephanie Wisdo
2. Susan L. Drexler