

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Flynn James E</u> <hr/> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR <hr/> (Street) NEW YORK NY 10010 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Acutus Medical, Inc. [AFIB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by deputization
	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	06/16/2022		A		8,400 ⁽¹⁾	A	\$0	12,422	I	Through Deerfield Management Company, L.P. ⁽³⁾⁽⁴⁾
Common Stock	06/15/2023		A		8,400 ⁽²⁾	A	\$0	20,822	I	Through Deerfield Management Company, L.P. ⁽³⁾⁽⁴⁾
Common Stock								1,026,243	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾
Common Stock								1,622,143	I	Through Deerfield Private Design Fund III, L.P. ⁽⁴⁾⁽⁵⁾

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				
Stock Option (Right to Buy)	\$0.5036	06/16/2022		A		19,600 ⁽⁶⁾		(3)	06/16/2032	Class A Common Stock	19,600 ⁽³⁾	\$0	19,600 ⁽⁶⁾	I	Through Deerfield Management Company, L.P. ⁽³⁾⁽⁴⁾
Stock Option (Right to Buy)	\$0.8349	06/15/2023		A		19,600 ⁽⁷⁾		(3)	06/15/2033	Class A Common Stock	19,600 ⁽³⁾	\$0	19,600 ⁽⁷⁾	I	Through Deerfield Management Company, L.P. ⁽³⁾⁽⁴⁾
Series A Common Stock Equivalent Convertible Preferred Stock	(8)							(8)	(8)	Class A Common Stock	948,395		948,395	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾
Series A Common Stock Equivalent Convertible Preferred Stock	(8)							(8)	(8)	Class A Common Stock	1,816,446		1,816,446	I	Through Deerfield Private Design Fund III, L.P. ⁽⁴⁾⁽⁵⁾

**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				
Warrant to Purchase Common Stock	\$1.1114							(9)	06/30/2030	Class A Common Stock	1,889,509		1,889,509	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾
Warrant to Purchase Common Stock	\$1.1114							(9)	06/30/2030	Class A Common Stock	1,889,509		1,889,509	I	Through Deerfield Private Design Fund III, L.P. ⁽⁴⁾⁽⁵⁾
Warrant to Purchase Common Stock	\$16.67							(9)	05/20/2029	Class A Common Stock	209,996		209,996	I	Through Deerfield Private Design Fund III, L.P. ⁽⁴⁾⁽⁵⁾
Warrant to Purchase Common Stock	\$0.097							(9)	06/07/2028	Class A Common Stock	193,002		193,002	I	Through Deerfield Private Design Fund III, L.P. ⁽⁴⁾⁽⁵⁾
Warrant to Purchase Common Stock	\$0.097							(9)	06/07/2028	Class A Common Stock	31,116		31,116	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person *

Flynn James E

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

Explanation of Responses:

- The reported shares of Common Stock were issued upon settlement of a restricted stock unit ("RSU"), originally granted to Andrew ElBardissi on June 16, 2022. Such RSU vested on June 16, 2023.
- The reported shares of Common Stock are issuable upon settlement of a RSU. The RSU is scheduled to vest as to all of the shares of Common Stock subject to the RSU on the first anniversary of the date of grant of such RSU, if on such date Andrew ElBardissi has remained in continuous service as a director.
- Andrew ElBardissi, a partner in Deerfield Management Company, L.P. ("Deerfield Management"), serves as a director of the Issuer. The RSU and the option granted to Mr. ElBardissi and reported herein, together with any shares of Common Stock issued to Mr. ElBardissi upon settlement or exercise of any such RSU or option, are held for the benefit, and at the direction, of Deerfield Management.
- This Form 4 is being filed by the undersigned as well as the entity listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). James E. Flynn is the sole member of the general partner of Deerfield Management. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- Deerfield Management is the investment manager of Deerfield Partners, L.P. and Deerfield Private Design Fund III, L.P.
- The option was granted to Mr. ElBardissi on June 16, 2022 and vested and became exercisable as to all of the shares of Common Stock underlying such option on June 16, 2023.
- The option was granted to Mr. ElBardissi on June 15, 2023 and is scheduled to vest and become exercisable as to all of the shares of Common Stock underlying such option on the first anniversary of the date of grant of such option, if on such date the Andrew ElBardissi has remained in continuous service as a director.
- Each share of Series A Common Equivalent Preferred Stock is convertible at any time into 1,000 shares of Common Stock, subject to a beneficial ownership limitation. The ability of a holder to convert Series A Common Equivalent Preferred Stock into Common Stock is prohibited to the extent that, upon such conversion, such holder, its affiliates and other persons whose ownership of Common Stock would be aggregated with that of such holder for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, would exceed 4.9% of the total number of shares of Common Stock then outstanding.
- Each warrant is currently exercisable.

Remarks:

Andrew ElBardissi, a partner in Deerfield Management, serves as a director of the Issuer. Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 4 with regard to DA32 Life Science Tech Acquisition Corp. filed with the Securities and Exchange Commission on August 3, 2021 by Deerfield Partners, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P. and James E. Flynn.

/s/ Jonathan Isler, Attorney-in-Fact 06/20/2023

** 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.

Joint Filer Information

Names: Deerfield Management Company, L.P.
Address: 345 Park Avenue South, 12th Floor
New York, NY 10010
Designated Filer: James E. Flynn
Issuer and Ticker Symbol: Acutus Medical, Inc. [AFIB]
Date of Event Requiring Statement: June 16, 2022

The undersigned, Deerfield Management Company, L.P., is jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Acutus Medical, Inc.

Signatures:

DEERFIELD MANAGEMENT COMPANY, L.P.
By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact