

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

**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>Valor IV Pharma Holdings, LLC</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2020			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		
C/O VALOR EQUITY PARTNERS 875 NORTH MICHIGAN AVENUE, SUITE 3214			4. If Amendment, Date of Original Filed (Month/Day/Year) 08/25/2020					
(Street)	CHICAGO IL 60611							
(City)	(State)	(Zip)						

**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		10,139,645	A	(1)	10,984,981	D <sup>(2)</sup>	
Common Stock	08/21/2020		C		233,052	A	(1)	11,218,033	D <sup>(2)</sup>	

**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		75,000,000		(1)	(1)	Common Stock	10,139,645.04 <sup>(3)</sup>	\$0.00	0	D <sup>(2)</sup>	
Series C Preferred Stock	(1)	08/21/2020		C		1,786,985		(1)	(1)	Common Stock	233,052.23 <sup>(4)</sup>	\$0.00	0	D <sup>(2)</sup>	

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\*  
Valor Management L.P.

(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\*  
Valor Equity Capital IV 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\*  
[Valor Equity Associates IV L.P.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[VALOR EQUITY PARTNERS IV L.P.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[VALOR EQUITY PARTNERS IV-A L.P.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[VALOR EQUITY PARTNERS IV-B L.P.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Gracias Antonio J.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Sabater Juan A.](#)

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(Last) (First) (Middle)  
C/O VALOR EQUITY PARTNERS  
875 NORTH MICHIGAN AVENUE, SUITE 3214

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(Street)  
CHICAGO IL 60611

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(City) (State) (Zip)

**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.
- 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.
- Includes 1,010,004.14 shares of common stock received upon the payment of an in-kind dividend on the Series A Preferred Stock on August 21, 2020.

4. Includes 15,525.15 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.

Valor IV Pharma Holdings, LLC,  
By: Valor Equity Associates IV  
L.P. general partner of its  
members By: Valor Equity Capital  
IV LLC, its general partner By: 09/04/2020  
Valor Management L.P. its  
managing member By: /s/  
Stephanie Wisdo Attorney-in-fact  
for Antonio Gracias

Valor Management L.P., By: /s/  
Stephanie Wisdo, Attorney-in-fact  
for Antonio Gracias, Chief  
Executive Officer 09/04/2020

Valor Equity Capital IV LLC, By:  
Valor Management L.P., its  
managing member, By: /s/  
Stephanie Wisdo, Attorney-in-fact 09/04/2020  
for Antonio Gracias, Chief  
Executive Officer

Valor Equity Associates IV L.P.,  
By: Valor Equity Capital IV LLC,  
its general partner, By: Valor  
Managemnet L.P., its managing 09/04/2020  
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 09/04/2020  
general partner, By: Valor  
Management L.P., its managing  
member, By: /s/ Stephanie Wisdo,  
Attorney-in-fact for Antonio  
Gracias

Valor Equity Partners IV-A L.P.,  
By: Valor Equity Associates IV  
L.P., its general partner, By: Valor  
Equity Capital IV LLC, its 09/04/2020  
general partner, By: Valor  
Management L.P., its managing  
member, By: /s/ Stephanie Wisdo,  
Attorney-in-fact for Antonio  
Gracias

Valor Equity Partners IV-B L.P.,  
By: Valor Equity Associates IV  
L.P., its general partner, By: Valor  
Equity Capital IV LLC, its 09/04/2020  
general partner, By: Valor  
Management L.P., its managing  
member, By: /s/ Stephanie Wisdo,  
Attorney-in-fact for Antonio  
Gracias

Antonio Gracias, By: /s/  
Stephanie Wisdo, Attorney-in-fact 09/04/2020  
for Antonio Gracias

Juan A. Sabater, By: /s/ Stephanie  
Wisdo, Attorney-in-fact for Juan 09/04/2020  
A. Sabater

\*\* 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.