

ProSomnus, Inc.

Primary Offering of
Up to 9,691,508 shares of Common Stock Upon the Exercise of Warrants and the Conversion of Convertible Notes

Secondary Offering of
Up to 9,850,363 Shares of Common Stock
Up to 2,411,848 Warrants



This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated June 2, 2023 (the “Prospectus”) filed by ProSomnus, Inc. (the “Company”) with the information contained in the Company’s Current Report on Form 8-K, filed with the SEC on June 9, 2023. Accordingly, we have attached such Current Report on Form 8-K to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our common stock and our public warrants are listed on the Nasdaq Global Market and Nasdaq Capital Market, respectively, under the symbols “OSA” and “OSAAW,” respectively. On June 8, 2023, the closing price of our common stock was \$4.88 and the closing price for our public warrants was \$0.10.

We are an “emerging growth company” as defined under the federal securities laws and, as such, have elected to comply with certain reduced public company reporting requirements.

Investing in our securities is highly speculative and involves a high degree of risk. Before buying any securities, you should carefully read the discussion of the risks of investing in our securities in “Risk Factors” beginning on page 13 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 9, 2023.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 6, 2023

PROSOMNUS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-41567	88-2978216
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
5675 Gibraltar Drive Pleasanton, CA		94588
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (844) 537-5337

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	OSA	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock for \$11.50 per share	OSAAW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events

Pursuant to the terms of that certain Senior Indenture (the “**Senior Indenture**”) by and among ProSomnus, Inc. (the “**Company**”), ProSomnus Holdings, Inc., ProSomnus Sleep Technologies, Inc., and Wilmington Trust, National Association, as Trustee and Collateral Agent, on June 6, 2023, the conversion rate of the Company’s Senior Secured Convertible Notes due December 6, 2025 (“**Senior Convertible Notes**”) increased from approximately 76.9231 shares of the Company’s common stock (“**common stock**”) per \$1,000 of the sum of the principal amount of the Senior Convertible Notes to approximately 181.8181 shares of common stock per \$1,000 of the sum of the principal amount of the Senior Convertible Notes.

Furthermore, pursuant to the terms of that certain Subordinated Indenture (the “**Subordinated Indenture**”) by and among the Company, ProSomnus Holdings, ProSomnus Sleep Technologies, Inc., and Wilmington Trust, National Association, as Trustee and Collateral Agent, on June 6, 2023, the conversion rate of the Subordinated Secured Convertible Notes due April 6, 2026 (“**Subordinated Convertible Notes**”) increased from approximately 86.95665 shares of common stock per \$1,000 of the sum of the principal amount of the Subordinated Convertible Notes to approximately 192.3808 shares of common stock per \$1,000 of the sum of the principal amount of the Subordinated Convertible Notes.

The foregoing descriptions of the Senior Indenture and the Subordinated Indenture are subject to and qualified in their entirety by reference to the full text of such agreements, copies of which are attached hereto as Exhibits 4.1 and 4.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Indenture for Senior Secured Convertible Notes due 2025, dated December 6, 2022 by and between ProSomnus, Inc. and Wilmington Trust, National Association, as trustee and collateral agent (previously filed as Exhibit 10.9 to the Company’s Current Report on Form 8-K filed with the SEC on December 6, 2022).
4.2	Indenture for Subordinated Secured Convertible Notes due 2026, dated December 6, 2022 by and between ProSomnus, Inc. and Wilmington Trust, National Association, as trustee and collateral agent (previously filed as Exhibit 10.10 to the Company’s Current Report on Form 8-K filed with the SEC on December 6, 2022).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROSOMNUS, INC.

By: /s/ Brian B. Dow

Name: Brian B. Dow

Title: Chief Financial Officer

Dated: June 9, 2023
