

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>Duffy Sean P.</u> (Last) (First) (Middle) C/O OMADA HEALTH, INC. 500 SANSOME STREET, SUITE 200 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/05/2025	3. Issuer Name and Ticker or Trading Symbol <u>Omada Health, Inc. [OMDA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	861,109 ⁽¹⁾	I	See footnote ⁽²⁾

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			
Stock Option (Right to Buy)	(3)	01/27/2026	Common Stock	271,275 ⁽¹⁾	2.55	D	
Stock Option (Right to Buy)	(3)	02/20/2029	Common Stock	7,333 ⁽¹⁾	3.48	D	
Stock Option (Right to Buy)	(3)	08/21/2029	Common Stock	181,315 ⁽¹⁾	5.82	D	
Stock Option (Right to Buy)	(3)	05/05/2031	Common Stock	133,333 ⁽¹⁾	8.28	D	
Stock Option (Right to Buy)	(3)	01/30/2032	Common Stock	7,333 ⁽¹⁾	9.18	D	
Stock Option (Right to Buy)	(4)	02/10/2032	Common Stock	533,333 ⁽¹⁾	9.18	D	
Stock Option (Right to Buy)	(5)	05/31/2033	Common Stock	150,000 ⁽¹⁾	4.74	D	
Stock Option (Right to Buy)	(6)	02/08/2034	Common Stock	83,333 ⁽¹⁾	8.01	D	
Stock Option (Right to Buy)	(7)	02/01/2035	Common Stock	133,333 ⁽¹⁾	7.68	D	

Explanation of Responses:

- Reflects a 1-for-3 reverse stock split of the Issuer's outstanding common stock effected on May 27, 2025.
- Held in family trusts for the benefit of the Reporting Person's family members. The Reporting Person disclaims beneficial ownership of the shares held by the family trusts except to the extent of his pecuniary interest therein.
- The option is fully vested and exercisable.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 1, 2022 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 1, 2023 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 1, 2024 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 1, 2025 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Nathan Salha, as

06/05/2025

[Attorney-in-Fact for Sean](#)

[P. Duffy](#)

** 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 5 (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.

**SECTION 16 AND FORM 144
POWER OF ATTORNEY**

With respect to holdings of and transactions in securities issued by Omada Health, 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, 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, and Notices of Proposed Sale of Securities Pursuant to Rule 144 (“*Form 144*”), in accordance with the requirements of Rule 144 under the Securities Act of 1933, as amended (the “*Securities Act*”); and
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 Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144, complete and execute any amendment or amendments thereto, and to timely file such Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144, as applicable, and any amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority.

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, or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144 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 28th day of March, 2025.

/s/ Sean Patrick Duffy
Sean Patrick Duffy

Schedule A

**INDIVIDUALS APPOINTED AS ATTORNEY-IN-FACT,
WITH FULL POWER OF SUBSTITUTION AND RESUBSTITUTION**

1. Chief Executive Officer of the Company, who is currently Sean Patrick Duffy
2. Chief Financial Officer of the Company, who is currently Steven Cook
3. General Counsel of the Company, who is currently Nathan Salha