

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

OMB APPROVAL	
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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>GALLAHUE KIERAN</u> (Last) (First) (Middle) <u>C/O INTERSECT ENT, INC.</u> <u>1555 ADAMS DRIVE</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intersect ENT, Inc. [XENT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2022</u>	
	4. 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 Form filed by More than One Reporting Person

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	05/13/2022		U ⁽¹⁾		3,239	D	\$28.25 ⁽¹⁾	5,011	D	
Common Stock	05/13/2022		U ⁽²⁾		5,011	D	\$28.25 ⁽²⁾	0.00	D	
Common Stock	05/13/2022		U ⁽²⁾		29,262	D	\$28.25 ⁽²⁾	0.00	I	See Footnote ⁽³⁾

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)	\$25.1	05/13/2022		U ⁽⁴⁾			120,064	(4)	05/06/2029	Common Stock	120,064	\$28.25 ⁽⁴⁾	0.00	D	
Stock Option (right to buy)	\$21	05/13/2022		U ⁽⁴⁾			3,390	(4)	03/15/2031	Common Stock	3,390	\$28.25 ⁽⁴⁾	0.00	D	
Stock Option (right to buy)	\$17.01	05/13/2022		U ⁽⁴⁾			82,387	(4)	09/29/2029	Common Stock	82,387	\$28.25 ⁽⁴⁾	0.00	D	
Stock Option (right to buy)	\$16.5	05/13/2022		U ⁽⁴⁾			5,734	(4)	06/02/2031	Common Stock	5,734	\$28.25 ⁽⁴⁾	0.00	D	
Stock Option (right to buy)	\$13.79	05/13/2022		U ⁽⁴⁾			12,500	(4)	06/01/2026	Common Stock	12,500	\$28.25 ⁽⁴⁾	0.00	D	
Stock Option (right to buy)	\$11.84	05/13/2022		U ⁽⁴⁾			9,666	(4)	06/03/2030	Common Stock	9,666	\$28.25 ⁽⁴⁾	0.00	D	
Stock Options (Right to buy)	\$42.05	05/13/2022		U ⁽⁴⁾			3,473	(4)	06/04/2028	Common Stock	3,473	\$28.25 ⁽⁴⁾	0.00	D	
Stock Options (Right to buy)	\$26.05	05/13/2022		U ⁽⁴⁾			6,035	(4)	05/31/2027	Common Stock	6,035	\$28.25 ⁽⁴⁾	0.00	D	
Stock Options (Right to buy)	\$25.31	05/13/2022		U ⁽⁴⁾			25,000	(4)	04/07/2025	Common Stock	25,000	\$28.25 ⁽⁴⁾	0.00	D	
Stock Options (Right to buy)	\$13.05	05/13/2022		U ⁽⁴⁾			13,248	(4)	01/17/2027	Common Stock	13,248	\$28.25 ⁽⁴⁾	0.00	D	

Explanation of Responses:

1. Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit that was subject to vesting conditions based solely on continued employment with or service to the Company or any of its

subsidiaries (each, an 'Issuer RSU') that was outstanding and unvested immediately prior to the Effective Time was cancelled and automatically converted into the right to receive an amount in cash equal to the product of (1) the aggregate number of Issuer Common Stock subject to such Issuer RSU and (2) the Common Stock Merger Consideration, subject to any required withholding of taxes.

2. Reflects disposition of Issuer common stock in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger (the 'Merger Agreement'), dated August 6, 2021, by and among the Issuer, Medtronic, Inc. ('Parent') and Project Kraken Merger Sub, Inc., a wholly-owned subsidiary of Parent ('Merger Sub'), including the consummation of the merger (the 'Merger') between Issuer and Merger Sub on May 13, 2022. Pursuant to the Merger Agreement, as of the effective time of the Merger (the 'Effective Time'), [each outstanding share of Issuer common stock, \$0.001 par value per share ('Issuer Common Stock'), was cancelled, retired and converted into the right to receive an amount equal to \$28.25 in cash, without interest thereon (the 'Common Stock Merger Consideration'), subject to any required withholding of taxes].

3. The reportable securities are held by the Gallahue Irrevocable Trust.

4. Pursuant to the Merger Agreement, at the Effective Time, each option granted by the Issuer to purchase Issuer Common Stock other than options subject to performance-based vesting conditions (each, an 'Issuer Option') that was outstanding and unexercised as of immediately prior to the Effective Time was cancelled and automatically converted into the right to receive an amount in cash equal to the product of (1) the aggregate number of Issuer Common Stock subject to such Issuer Option and (2) the excess, if any, of the Common Stock Merger Consideration over the exercise price of such Issuer Option, subject to any required withholding of taxes.

Remarks:

/s/ Patrick A. Broderick,
Attorney-in-Fact for Kieran T. 05/16/2022
Gallahue

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of THOMAS A. WEST, RICHARD A. MEIER and PATRICK A. BRODERICK of Intersect ENT, Inc. (the "Company") and MATTHEW B. REMINGTON and KRIS TAMASHIRO of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC"), a Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;

(2) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4, and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules thereunder in the undersigned's capacity as an officer, director, or beneficial owner of more than 10% of a registered class of securities of the Company;

(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4, or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the 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 the attorney-in-fact may approve in the 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 or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's 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, and their substitutes, 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 earliest to occur of the following: (a) 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, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Kieran T. Gallahue
Kieran T. Gallahue

7/12/21
Date