

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>BRODERICK PATRICK A</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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>EVP, GC &amp; Corporate Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>		41,999	D	\$28.25 <sup>(1)</sup>	5,117	D	
Common Stock	05/13/2022		U <sup>(2)</sup>		5,117	D	\$28.25 <sup>(2)</sup>	0.00	D	

**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
Stock Options (Right to buy)	\$19.89	05/13/2022		U <sup>(3)</sup>			44,989	(3)	12/01/2030	Common Stock	44,989	\$28.25 <sup>(3)</sup>	0.00	D	

**Explanation of Responses:**

- 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.
- 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].
- 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 05/16/2022  
 \*\* 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.