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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/15/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [RSLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person 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, \$.001 par value per share	2,409,342	D ⁽¹⁾	
Common Stock, \$.001 par value per share	2,409,342	I	See Footnote 1

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			
Series A Warrants	(2)	(2)	Common Stock	1,479,713	(2)	D ⁽¹⁾	
Series A Warrants	(2)	(2)	Common Stock	1,479,713	(2)	I	See Footnote 1
Series E Warrants	(3)	(3)	Common Stock	1,479,713	(3)	D ⁽¹⁾	
Series E Warrants	(3)	(3)	Common Stock	1,479,713	(3)	I	See Footnote 1
Series G Warrants	(4)	(4)	Common Stock	676,440	(4)	D ⁽¹⁾	
Series G Warrants	(4)	(4)	Common Stock	676,440	(4)	I	See Footnote 1
Series G Warrants	(5)	(5)	Common Stock	676,440	(5)	D ⁽¹⁾	
Series G Warrants	(5)	(5)	Common Stock	676,440	(5)	I	See Footnote 1
Warrant	(6)	(6)	Common Stock	2,254,800	(6)	D ⁽¹⁾	
Warrant	(6)	(6)	Common Stock	2,254,800	(6)	I	See Footnote 1
Warrant	(7)	(7)	Common Stock	563,700	(7)	D ⁽¹⁾	
Warrant	(7)	(7)	Common Stock	563,700	(7)	I	See Footnote 1
Total Return Swap	(8)	(8)	Common Stock	283,000	(8)	D ⁽¹⁾	
Total Return Swap	(8)	(8)	Common Stock	283,000	(8)	I	See Footnote 1
Total Return Swap	(9)	(9)	Common Stock	108,333	(9)	D ⁽¹⁾	
Total Return Swap	(9)	(9)	Common Stock	108,333	(9)	I	See Footnote 1

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
<u>Boyd Steven</u>		
(Last)	(First)	(Middle)
C/O ARMISTICE CAPITAL, LLC		
510 MADISON AVENUE, 7TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

Explanation of Responses:

1. The reported securities are directly held by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"), and may be deemed to be indirectly beneficially owned by: (i) Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital ("Mr. Boyd", and together with Armistice Capital, the "Reporting Persons"). Armistice Capital and Mr. Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The terms of these Series A Warrants are substantially similar to the Series A Warrants previously listed on the Reporting Persons' Form 4 dated September 16, 2020 with respect to Reshape Lifesciences Inc. ("Pre-Merger ReShape"), as modified by the Agreement and Plan of Merger, dated as of January 19, 2021, by and among Obalon Therapeutics, Inc., Optimus Merger Sub, Inc., and Pre-Merger ReShape (incorporated by reference to Exhibit 2.1 the Form 8-K filed by Pre-Merger ReShape with the SEC on June 15, 2021) (the "Merger Agreement").
3. The terms of these Series E Warrants are substantially similar to the Series E Warrants previously listed on the Reporting Persons' Form 4 dated September 16, 2020 with respect to Pre-Merger ReShape, as modified by the Merger Agreement.
4. The terms of these Series G Warrants are substantially similar to the New Series G Warrants previously listed on the Reporting Persons' Form 4 dated September 16, 2020 with respect to Pre-Merger ReShape, as modified by the Merger Agreement.
5. The terms of these Series G Warrants ("Additional Series G Warrants") are substantially similar to the Existing Series G Warrants previously listed on the Reporting Persons' Form 4 dated September 16, 2020 with respect to Pre-Merger ReShape, as modified by the Merger Agreement.
6. The terms of this Warrant are substantially similar to the terms of the Additional Series G Warrants, as modified by the Third Amendment to Credit Agreement, dated December 16, 2020 by and between Pre-Merger ReShape and the Master Fund (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Pre-Merger ReShape with the SEC on December 22, 2020) and the Merger Agreement.
7. The terms of this Warrant are substantially similar to the terms of the Additional Series G Warrants, as modified by the Fourth Amendment to Credit Agreement, dated January 19, 2021 by and between Pre-Merger ReShape and the Master Fund (incorporated by reference to Exhibit 10.3 to the Form 8-K filed by Pre-Merger ReShape with the SEC on January 20, 2021) and the Merger Agreement.
8. The Master Fund entered into a total return swap with a counterparty which expires on January 20, 2023 with a current reference price of \$9.36 per share. The swap references a total notional number of shares of common stock of 283,000. These swaps generally require the counterparty to pay the Master Fund the extent to which the stock price is less than the reference price and requires the Master Fund to pay to the counterparty the extent to which the stock price is more than the reference price.
9. The Master Fund entered into a total return swap with a counterparty which expires on August 16, 2021 with a current reference price of \$9.72 per share. The swap references a total notional number of shares of common stock of 108,333. These swaps generally require the counterparty to pay the Master Fund the extent to which the stock price is less than the reference price and requires the Master Fund to pay to the counterparty the extent to which the stock price is more than the reference price.

<u>Armistice Capital, LLC By: /s/</u> <u>Steven Boyd, Managing Member</u> <u>/s/ Steven Boyd</u>	<u>06/22/2021</u> <u>06/22/2021</u>
** 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.