SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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*
ARMISTICE CAPITAL, LLC

(Last) (First) (Middle)
510 MADISON AVENUE, 7TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ReShape Lifesciences Inc. [RSLS]

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
X 10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
X 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	06/16/2021		S		388,045	D	$6.52[2]	2,021,297	D[1]	
Common Stock	06/16/2021		S		0	D	$0	2,021,297	I	See Footnote 1
Common Stock	06/16/2021		S		73,591	D	$7.92[3]	1,947,706	D[1]	
Common Stock	06/16/2021		S		0	D	$0	1,947,706	I	See Footnote 1
Common Stock	06/16/2021		S		50,040	D	$8.52[4]	1,897,666	D[1]	
Common Stock	06/16/2021		S		0	D	$0	1,897,666	I	See Footnote 1
Common Stock	06/17/2021		S		1,024,844	D	$6.2[5]	872,822	D[1]	
Common Stock	06/17/2021		S		0	D	$0	872,822	I	See Footnote 1
Common Stock	06/17/2021		S		81,366	D	$7.13[6]	791,456	D[1]	
Common Stock	06/17/2021		S		0	D	$0	791,456	I	See Footnote 1
Common Stock	06/18/2021		S		685,583	D	$5.48[7]	105,873	D[1]	
Common Stock	06/18/2021		S		0	D	$0	105,873[8]	I	See Footnote 1

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				

1. Name and Address of Reporting Person*
ARMISTICE CAPITAL, LLC

(Last) (First) (Middle)

510 MADISON AVENUE, 7TH FLOOR
(Street)
NEW YORK NY 10022
(City) (State) (Zip)
1. Name and Address of Reporting Person*
Boyd Steven
(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 (the "Shares") of ReShape Lifesciences Inc. (the "Issuer") 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. This constitutes the weighted average purchase price. The prices range from $5.96 to $6.86. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

3. This constitutes the weighted average purchase price. The prices range from $7.30 to $8.06. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

4. This constitutes the weighted average purchase price. The prices range from $8.46 to $8.54. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

5. This constitutes the weighted average purchase price. The prices range from $5.86 to $6.84. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

6. This constitutes the weighted average purchase price. The prices range from $6.91 to $7.51. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

7. This constitutes the weighted average purchase price. The prices range from $5.30 to $5.86. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price.

8. Additionally, the Reporting Persons no longer have beneficial ownership of 13,333 Shares as a result of the settlement of a transaction made prior to the reporting period. Accordingly, the Reporting Persons have beneficial ownership of 92,540 Shares.

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