

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*<br><u>ARMISTICE CAPITAL, LLC</u> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>ReShape Lifesciences Inc. [ RSLS ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> |  |  |
| (Last) (First) (Middle)<br><u>510 MADISON AVENUE, 7TH FLOOR</u>           |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/28/2021</u>                    |  |  |                                                                                                                                                                                                                                                |  |  |
| (Street)<br><u>NEW YORK NY 10022</u>                                      |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person <input type="checkbox"/><br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person                                 |  |  |
| (City) (State) (Zip)                                                      |  |  |                                                                                          |  |  |                                                                                                                                                                                                                                                |  |  |

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                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 1,479,713                                                         | A          | <sup>(2)(3)</sup> | 1,572,253 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 1,572,253 <sup>(2)(3)</sup>                                                                   | I                                                        | See Footnote 1                                        |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 1,479,713                                                         | A          | <sup>(2)(3)</sup> | 3,051,966 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 3,051,966 <sup>(2)(3)</sup>                                                                   | I                                                        | See Footnote 1                                        |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 676,440                                                           | A          | <sup>(2)(3)</sup> | 3,728,406 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 3,728,406 <sup>(2)(3)</sup>                                                                   | I                                                        | See Footnote 1                                        |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 676,440                                                           | A          | <sup>(2)(3)</sup> | 4,404,846 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 4,404,846 <sup>(2)(3)</sup>                                                                   | I                                                        | See Footnote 1                                        |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 2,254,800                                                         | A          | <sup>(2)(3)</sup> | 6,659,646 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 6,659,646 <sup>(2)(3)</sup>                                                                   | I                                                        | See Footnote 1                                        |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 563,700                                                           | A          | <sup>(2)(3)</sup> | 7,223,346 <sup>(2)(3)</sup>                                                                   | D <sup>(1)</sup>                                         |                                                       |
| Common Stock                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   | 0                                                                 | A          | \$0               | 7,223,346 <sup>(2)(3)</sup>                                                                   | 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 |                                            |                                                                                                    |                                                           |                                                        |
| Series A Warrants                          | <sup>(4)</sup>                                         | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 1,479,713 | <sup>(4)</sup>                                           | <sup>(4)</sup>  | COMMON STOCK                                                                      | 1,479,713                  | <sup>(2)(3)</sup>                          | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Series A Warrants                          | <sup>(4)</sup>                                         | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | <sup>(4)</sup>                                           | <sup>(4)</sup>  | COMMON STOCK                                                                      | 0                          | <sup>(2)(3)</sup>                          | 0                                                                                                  | I                                                         | See Footnote 1                                         |

| 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 |                                            |                                                                                                    |                                                           |                                                        |
| Series E Warrants                          | (5)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 1,479,713 | (5)                                                      | (5)             | COMMON STOCK                                                                      | 1,479,713                  | (2)(3)                                     | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Series E Warrants                          | (5)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | (5)                                                      | (5)             | COMMON STOCK                                                                      | 0                          | (2)(3)                                     | 0                                                                                                  | I                                                         | See Footnote 1                                         |
| Series G Warrants                          | (6)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 676,440   | (6)                                                      | (6)             | COMMON STOCK                                                                      | 676,440                    | (2)(3)                                     | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Series G Warrants                          | (6)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | (6)                                                      | (6)             | COMMON STOCK                                                                      | 0                          | (2)(3)                                     | 0                                                                                                  | I                                                         | See Footnote 1                                         |
| Series G Warrants                          | (7)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 676,440   | (7)                                                      | (7)             | COMMON STOCK                                                                      | 676,440                    | (2)(3)                                     | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Series G Warrants                          | (7)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | (7)                                                      | (7)             | COMMON STOCK                                                                      | 0                          | (2)(3)                                     | 0                                                                                                  | I                                                         | See Footnote 1                                         |
| Warrant                                    | (8)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 2,254,800 | (8)                                                      | (8)             | COMMON STOCK                                                                      | 2,254,800                  | (2)(3)                                     | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Warrant                                    | (8)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | (8)                                                      | (8)             | COMMON STOCK                                                                      | 0                          | (2)(3)                                     | 0                                                                                                  | I                                                         | See Footnote 1                                         |
| Warrant                                    | (9)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 563,700   | (9)                                                      | (9)             | COMMON STOCK                                                                      | 563,700                    | (2)(3)                                     | 0                                                                                                  | D <sup>(1)</sup>                                          |                                                        |
| Warrant                                    | (9)                                                    | 06/28/2021                           |                                                    | X <sup>(2)(3)</sup>            |   |                                                                                        | 0         | (9)                                                      | (9)             | COMMON STOCK                                                                      | 0                          | (2)(3)                                     | 0                                                                                                  | I                                                         | See Footnote 1                                         |

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. On June 28, 2021, the Issuer and the Master Fund entered into an agreement regarding an Inducement Offer to Exercise Common Stock Purchase Warrants (the "Inducement Agreement"). The Inducement Agreement provided, inter alia, that the Master Fund would exercise the warrants in the transactions reported herein (the "Existing Warrants") in exchange for an aggregate price of \$41,179,303.17. In consideration for exercising in full all of the Existing Warrants held by the Master Fund (the "Warrant Exercise"), at an exercise price equal the sum of (a) \$0.09375 per Share underlying the New Warrants (as defined below) issued to the Master Fund plus (b) the lower of (i) the current exercise price set forth in the Existing Warrants, and (ii) \$6.00 per warrant share, the Issuer will issue the Master Fund or its designee a new unregistered Common Stock Purchase Warrants ("New Warrants")

3. [continued from Footnote 2] to purchase 5,348,105 Shares, which New Warrant shall be substantially in the form of the Existing Warrants (except that the New Warrants will include a beneficial ownership limitation of 9.99% ("Beneficial Ownership Limitation")), are exercisable immediately with an expiration date on June 28, 2026, and an exercise price equal to \$6.00. The Shares to be received resulting from the Warrant Exercise are subject to the Beneficial Ownership Limitation and are held in abeyance until they are able to be received in accordance with the terms of the Inducement Agreement (and thus the Reporting Persons do not beneficially own Shares in abeyance). The foregoing descriptions of each of the Inducement Agreement and the New Warrants are qualified in their entirety by the terms and conditions of the Inducement Agreement.

4. 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 Weightloss Inc. (then-named Reshape Lifesciences Inc.) ("Pre-Merger ReShape"), as modified by the Agreement and Plan of Merger, dated as of January 19, 2021, by and among the Issuer, 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").

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

Armistice Capital, LLC By: /s/ 06/29/2021  
Steven Boyd, Managing Member

/s/ Steven Boyd 06/29/2021

\*\* 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.**