

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ReShape Lifesciences Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

76090R309

(CUSIP Number)

02/18/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

76090R309

1	Names of Reporting Persons BIGGER CAPITAL FUND L P
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 4.84 %	
12	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons Bigger Capital Fund GP, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	

11	Percent of class represented by amount in row (9) 4.84 %
12	Type of Reporting Person (See Instructions) OO

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons District 2 Capital Fund LP	
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 4.84 %	
12	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons District 2 Capital LP
2	Check the appropriate box if a member of a Group (see instructions)

	☒ (a) ☐ (b)								
3	Sec Use Only								
4	Citizenship or Place of Organization DELAWARE								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>5</td> <td> Sole Voting Power 0.00 </td> </tr> <tr> <td>6</td> <td> Shared Voting Power 160,000.00 </td> </tr> <tr> <td>7</td> <td> Sole Dispositive Power 0.00 </td> </tr> <tr> <td>8</td> <td> Shared Dispositive Power 160,000.00 </td> </tr> </table>	5	Sole Voting Power 0.00	6	Shared Voting Power 160,000.00	7	Sole Dispositive Power 0.00	8	Shared Dispositive Power 160,000.00
	5	Sole Voting Power 0.00							
	6	Shared Voting Power 160,000.00							
	7	Sole Dispositive Power 0.00							
8	Shared Dispositive Power 160,000.00								
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00								
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐								
11	Percent of class represented by amount in row (9) 4.84 %								
12	Type of Reporting Person (See Instructions) PN								

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons District 2 GP LLC
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 4.84 %	
12	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons District 2 Holdings LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	

11	Percent of class represented by amount in row (9) 4.84 %
12	Type of Reporting Person (See Instructions) OO

SCHEDULE 13G

CUSIP No.	76090R309
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1	Names of Reporting Persons Bigger Michael	
2	Check the appropriate box if a member of a Group (see instructions) ☒ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 320,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 320,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 320,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 9.68 %	
12	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13G

Item 1.

- (a) Name of issuer:
ReShape Lifesciences Inc.
- (b) Address of issuer's principal executive offices:
1001 CALLE AMANECER, SAN CLEMENTE, CA 92673

Item 2.

(a) Name of person filing:

Bigger Capital Fund, LP ("Bigger Capital")

Bigger Capital Fund GP, LLC ("Bigger GP")

District 2 Capital Fund LP ("District 2 CF")

District 2 Capital LP ("District 2")

District 2 GP LLC ("District 2 GP")

District 2 Holdings LLC ("District 2 Holdings")

Michael Bigger

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address or principal business office or, if none, residence:

Bigger Capital Fund, LP
11700 West Charleston Blvd., #170-659
Las Vegas, NV, 89135

Bigger Capital Fund GP, LLC
11700 West Charleston Blvd., #170-659
Las Vegas, NV, 89135

District 2 Capital Fund LP
175 W. Carver Street
Huntington, NY 11743

District 2 Capital LP
175 W. Carver Street
Huntington, NY 11743

District 2 GP LLC
175 W. Carver Street
Huntington, NY 11743

District 2 Holdings LLC
175 W. Carver Street
Huntington, NY 11743

Michael Bigger
11700 West Charleston Blvd., #170-659
Las Vegas, NV, 89135

(c) Citizenship:

Bigger Capital Fund, LP
Citizenship: Delaware

Bigger Capital Fund GP, LLC
Citizenship: Delaware

District 2 Capital Fund LP
Citizenship: Delaware

District 2 Capital LP
Citizenship: Delaware

District 2 GP LLC
Citizenship: Delaware

District 2 Holdings LLC
Citizenship: Delaware

Michael Bigger
Citizenship: USA

(d) Title of class of securities:

Common Stock, \$0.001 par value

(e) CUSIP No.:

76090R309

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

As of February 18, 2025, Bigger Capital beneficially owned: (i) 160,000 shares of Common Stock, and (ii) 160,000 shares of Common Stock issuable upon exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficial ownership limitation.

The amounts do not include 160,000 shares issuable upon the exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficiary ownership limitation. The percentage set forth on Row (11) of the cover page for the reporting person is based on 3,305,087 shares of Common Stock outstanding (excluding the Common Stock underlying the Warrants) as of the completion of the offering referred to in the Issuer's prospectus filed with the Securities Exchange Commission on February 18, 2025.

Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own the Issuer's securities described herein.

Mr. Bigger, as the managing member of Bigger GP may be deemed to beneficially own the Issuer's securities described herein.

As of February 18, 2025, District 2 CF beneficially owned: (i) 160,000 shares of Common Stock, and (ii) 160,000 shares of Common Stock issuable upon exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficial ownership limitation.

The amounts do not include 160,000 shares issuable upon the exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficiary ownership limitation. The percentage set forth on Row (11) of the cover page for the reporting person is based on 3,305,087 shares of Common Stock outstanding (excluding the Common Stock underlying the Warrants) as of the completion of the offering referred to in the Issuer's prospectus filed with the Securities Exchange Commission on February 18, 2025.

District 2, as the investment manager of District 2 CF, may be deemed to beneficially own the Issuer's securities described herein beneficially owned by District 2 CF.

District 2 GP, as the general partner of District 2 CF, may be deemed to beneficially own the Issuer's securities described herein beneficially owned by District 2 CF.

District 2 Holdings, as the managing member of District 2 GP, may be deemed to beneficially own the Issuer's securities described herein beneficially owned by District 2 CF.

Mr. Bigger, as the managing member of Bigger GP and the managing member of District 2 Holdings, may be deemed to beneficially own the (i) 160,000 shares of Common Stock beneficially owned by Bigger Capital, (ii) 160,000 shares issuable upon exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficial ownership limitation owned by Bigger Capital, (iii) 160,000 shares of Common Stock, beneficially owned by District 2 CF, and (iv) 160,000 shares issuable upon exercise of Warrants, the exercise of which are subject to shareholder approval and a 4.99% beneficial ownership limitation owned by District 2 CF.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by Bigger Capital. Each of District 2, District 2 GP, District 2 Holdings and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by District 2 CF. The filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

Prior to market open on February 19, 2025, the Reporting Persons sold the Common Stock. The Warrants are not exercisable as of the date hereof and are subject to a 4.99% beneficial ownership limitation.

(b) Percent of class:

The following percentages are based on 3,305,087 shares of Common Stock outstanding (excluding the Common Stock underlying the Warrants) as of the completion of the offering referred to in the Issuer's prospectus filed with the Securities Exchange Commission on February 18, 2025.

As of the close of business on February 18, 2025, each of Bigger Capital and Bigger GP may be deemed to beneficially own approximately 4.84% of the outstanding shares of Common Stock. Subsequent to February 18, 2025, each of Bigger Capital and Bigger GP had no beneficial ownership due to the sale of 160,000 shares of Common Stock and the requirement in the Warrants that the exercise of such securities is subject to shareholder approval.

As of the close of business on February 18, 2025, each of District 2 CF, District 2, District 2 GP and District Holdings may be deemed to beneficially own approximately 4.84% of the outstanding shares of Common Stock. Subsequent to February 18, 2025, each of District 2 CF, District 2, District 2 GP and District Holdings had no beneficial ownership due to the sale of 160,000 shares of Common Stock and the requirement in the Warrants that the exercise of such securities is subject to shareholder approval.

As of the close of business on February 18, 2025, Mr. Bigger may be deemed to beneficially own approximately 9.68% of the outstanding shares of Common Stock. Subsequent to February 18, 2025, Mr. Bigger had no beneficial ownership due to the sale of 320,000 shares of Common Stock and the requirement in the Warrants that the exercise of such securities is subject to shareholder approval.

Regarding Item 5 below, subsequent to February 18, 2025, the Reporting Persons sold all of their Common Stock and accordingly, the Reporting Persons as of February 21, 2025, are not the beneficial owners of at least 5.00% of the issuer's Common Stock as the exercise of the Warrants are subject to shareholder approval and a 4.99% beneficial ownership limitation. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote:

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of:

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of:

See Cover Pages Items 5-9.

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BIGGER CAPITAL FUND L P

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member of Bigger Capital Fund GP, LLC, its general partner

Date: 02/21/2025

Bigger Capital Fund GP, LLC

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member

Date: 02/21/2025

District 2 Capital Fund LP

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member of District 2 GP LLC,
its general partner

Date: 02/21/2025

District 2 Capital LP

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member

Date: 02/21/2025

District 2 GP LLC

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member

Date: 02/21/2025

District 2 Holdings LLC

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger, Managing Member

Date: 02/21/2025

Bigger Michael

Signature: /s/ Michael Bigger

Name/Title: Michael Bigger

Date: 02/21/2025

Joint Filing Agreement

The undersigned hereby agree that the Statement on Schedule 13G dated February 21, 2025 with respect to the shares of Common Stock of ReShape Lifesciences Inc. and any further amendments thereto executed by each and any of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

BIGGER CAPITAL FUND L P

By: /s/ Michael Bigger
Michael Bigger, Managing Member of Bigger Capital Fund GP, LLC, its general partner
Date: 02/21/2025

Bigger Capital Fund GP, LLC

By: /s/ Michael Bigger
Michael Bigger, Managing Member
Date: 02/21/2025

District 2 Capital Fund LP

By: /s/ Michael Bigger
Michael Bigger, Managing Member of District 2 GP LLC, its general partner
Date: 02/21/2025

District 2 Capital LP

By: /s/ Michael Bigger
Michael Bigger, Managing Member
Date: 02/21/2025

District 2 GP LLC

By: /s/ Michael Bigger
Michael Bigger, Managing Member
Date: 02/21/2025

District 2 Holdings LLC

By: /s/ Michael Bigger
Michael Bigger, Managing Member
Date: 02/21/2025

Bigger Michael

By: /s/ Michael Bigger
Michael Bigger
Date: 02/21/2025