

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 25, 2025

RESHAPE LIFESCIENCES INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-37897 (Commission File Number)	26-1828101 (IRS Employer Identification No.)
18 Technology Drive, Suite 110 Irvine, CA (Address of principal executive offices)		92618 (Zip Code)
(949) 429-6680 (Registrant's telephone number, including area code)		
Not applicable (Former name or former address, if changed since last report.)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	RSLS	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On April 25, 2025, ReShape Lifesciences Inc. and Ninjour Health International Limited entered into an amendment to the Asset Purchase Agreement, dated July 8, 2024, between the parties pursuant to which they agreed to reduce the exercise price under the Asset Purchase Agreement from \$5.16 million to \$2.25 million and extend the date after which either party could terminate the Asset Purchase Agreement from March 31, 2025 to June 30, 2025.

The foregoing description of the amendment to the Asset Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment to the Asset Purchase Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1	Amendment to Asset Purchase Agreement, dated April 25, 2025, between ReShape Lifesciences Inc. and Ninjour Health International Limited
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RESHAPE LIFESCIENCES INC.

By: /s/ Paul F. Hickey
Paul F. Hickey
President and Chief Executive Officer

Dated: April 28, 2025

AMENDMENT TO ASSET PURCHASE AGREEMENT

This AMENDMENT TO ASSET PURCHASE AGREEMENT (this “Amendment”) is made by and between ReShape Lifesciences Inc., a Delaware corporation (“ReShape”), and Ninjour Health International Limited, a private limited company incorporated under the laws of United Kingdom (together with ReShape, the “Parties”), effective as of the date of the last signature below.

- A. The Parties entered into an Asset Purchase Agreement dated July 8, 2024 (the “Agreement”).
- B. The Agreement may be amended by a written instrument signed by both Parties and the Parties desire to amend the Agreement as set forth herein.

In consideration of the promises and covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby amend the Agreement as follows:

1. Amendment to Section 1.5. The reference to “US\$5,164,000” in Section 1.5 of the Agreement is hereby replaced with “US\$2,250,000.”
2. Amendment to Section 7.1(c). The reference to “March 31, 2025” in Section 7.1(c) of the Agreement is hereby replaced with “June 30, 2025.”
3. Effect on Agreement. Except as expressly set forth herein, all of the terms and conditions of the Agreement shall continue in full force and effect after the execution of this Amendment and shall not be in any way changed, modified or superseded by the terms set forth herein.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Asset Purchase Agreement to be duly executed as of the day and year first above written.

RESHAPE LIFESCIENCES INC.

By: /s/ Paul F. Hickey
Name: Paul F. Hickey
Title: President and Chief Executive Officer
Date: April 23, 2025

NINJOUR HEALTH INTERNATIONAL LIMITED

By: /s/ Jitendra Hedge
Name: Jitendra Hedge
Title: Director
Date: April 25, 2025
