

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* <u>Bandy Barton P.</u> (Last) (First) (Middle) <u>1001 CALLE AMANECER</u> (Street) <u>SAN CLEMENTE CA 92673</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [RSLS]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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, \$0.001 par value per share	07/22/2021		A		960,100 ⁽¹⁾	A	\$0	960,100	D	
Common Stock, \$0.001 par value per share	07/22/2021		A		225,906 ⁽²⁾	A	\$0	1,186,006	D	
Common Stock, \$0.001 par value per share	09/10/2021		S ⁽³⁾		294,494	D	\$2.89 ⁽⁴⁾	891,512	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares will vest and be issued with respect to 480,050 shares on July 22, 2021 and the remaining shares vesting monthly thereafter for 36 months pursuant to a restricted stock unit granted under the ReShape Lifesciences Inc. Second Amended and Restated 2003 Stock Incentive Plan.
2. These shares will vest and be issued monthly over 36 months beginning on July 22, 2021 pursuant to a restricted stock unit granted under the ReShape Lifesciences Inc. Second Amended and Restated 2003 Stock Incentive Plan.
3. These shares were sold to cover taxes in connection with the vesting of restricted stock units.
4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.88 to \$2.90, inclusive. The Reporting Person undertakes to provide to ReShape Lifesciences Inc., any security holder of ReShape Lifesciences Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

/s/Barton P. Bandy

09/17/2021

** 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.