

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>HealthCor Partners Fund II, L.P.</u> _____ (Last) (First) (Middle) 1325 AVENUE OF THE AMERICAS, 27TH FLOOR _____ (Street) NEW YORK NY 10019 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [ RLSL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, par value \$0.01 per share	12/19/2017		C		136,580 <sup>(1)</sup>	A	(2)	174,472	D <sup>(3)</sup>	

**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)		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 C Convertible Preferred Stock, par value \$0.01	(2)	12/19/2017		C				20,487	12/19/2017	(4)	Common Stock	136,580	(5)	26,200	D <sup>(3)</sup>	

1. Name and Address of Reporting Person\*  
HealthCor Partners Fund II, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 1325 AVENUE OF THE AMERICAS, 27TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10019  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*

[HealthCor Partners Management LP](#)

(Last) (First) (Middle)  
1325 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[HealthCor Partners Management GP, LLC](#)

(Last) (First) (Middle)  
1325 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[HealthCor Partners II, L.P.](#)

(Last) (First) (Middle)  
1325 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[HealthCor Partners GP, LLC](#)

(Last) (First) (Middle)  
1325 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Cohen Arthur Bruce](#)

(Last) (First) (Middle)  
12 SOUTH MAIN STREET, SUITE #203

(Street)  
NORWALK CT 06854

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Healey Joseph Patrick](#)

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(Last) (First) (Middle)  
 1325 AVENUE OF THE AMERICAS, 27TH FLOOR

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(Street)  
 NEW YORK NY 10019

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Lightcap Jeffrey C](#)

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(Last) (First) (Middle)  
 1325 AVENUE OF THE AMERICAS, 27TH FLOOR

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(Street)  
 NEW YORK NY 10019

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(City) (State) (Zip)

**Explanation of Responses:**

- Share amounts and ratios reflect the 15-for-1 reverse stock split effected June 4, 2018.
- Automatic conversion of 20,487 shares of Series C Preferred Stock into shares of Common Stock at a conversion ratio of 1:6.6667.
- HealthCor Partners Fund II, L.P. ("HCP2LP") is the direct beneficial owner of the securities reported herein. The shares held by HCP2LP may be deemed to be beneficially owned by HealthCor Partners II, L.P. ("HCP2LP"), its general partner, and by HealthCor Partners GP, LLC ("HCPGP"), the general partner of HCP2LP. HealthCor Partners Management, L.P. ("HPMLP") serves as the investment manager to HCP2LP, and HealthCor Partners Management GP, LLC ("HCPMGP") serves as the general partner of HPMLP. Jeffrey C. Lightcap, Arthur Cohen and Joseph Healey are managing members of HCPMGP and HCPGP. Each reporting person disclaims beneficial ownership of shares held by HCP2LP except to the extent of any pecuniary interest therein.
- N/A
- Issued as merger consideration.

**Remarks:**

[HealthCor Partners II, L.P., for itself and as general partner on behalf of HealthCor Partners Fund II, L.P. By: HealthCor Partners GP, LLC, its general partner, By: /s/ Jeffrey C. Lightcap, Managing Member](#) [06/05/2018](#)

[HealthCor Partners GP, LLC, By: /s/ Jeffrey C. Lightcap, Managing Member](#) [06/05/2018](#)

[HealthCor Partners Management GP, LLC, for itself and as general partner on behalf of HealthCor Partners Management, L.P., By: /s/ Jeffrey C. Lightcap, Managing Member](#) [06/05/2018](#)

[/s/ Anabelle P. Gray as attorney-in-fact for Arthur Cohen](#) [06/05/2018](#)

[/s/ Anabelle P. Gray as attorney-in-fact for Joseph Patrick Healey](#) [06/05/2018](#)

[/s/ Jeffrey C. Lightcap](#) [06/05/2018](#)

\*\* 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.