

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Date of Event Requiring Statement (Month/Day/Year) 10/03/2017	3. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [ RSL5 ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	37,892 <sup>(1)</sup>	D <sup>(2)(3)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock, par value \$0.01	(3)	(3)	Common Stock	311,247 <sup>(1)</sup>	(3)	D <sup>(2)</sup>	

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)
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1. Name and Address of Reporting Person* <u>HealthCor Partners Management LP</u>  (Last) (First) (Middle) 1325 AVENUE OF THE AMERICAS, 27TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)
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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](#)

(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*		
<a href="#">Lightcap Jeffrey C</a>		
(Last)	(First)	(Middle)
1325 AVENUE OF THE AMERICAS, 27TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Share amounts and conversion ratios reflect the 15-for-1 reverse stock split effected June 4, 2018.
- HealthCor Partners Fund II, L.P. ("HCP II Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. The shares held by HCP II Fund 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 HCP II Fund, 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 owner disclaims beneficial ownership of shares held by HCP II Fund except to the extent of any pecuniary interest therein.
- The shares were issued in connection with the Agreement and Plan of Merger, dated October 2, 2017, among ReShape Lifesciences Inc. (formerly EnteroMedics Inc., the "Company"), ReShape Medical, Inc. ("ReShape Medical"), and the other parties named therein (the "Merger Agreement"), pursuant to which the Company acquired ReShape Medical. Each share of Series C Convertible Preferred Stock issued under the Merger Agreement is convertible into 6.6667 shares of common stock, subject to and contingent upon the approval of the Company's stockholders in accordance with the NASDAQ Stock Market Rules. The Company's stockholders approved such conversion on December 19, 2017. The Series C Preferred Stock has no expiration date.

**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, its general partner. 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby individually constitutes and appoints Anabelle Perez Gray the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned a Form ID application, and any amendments thereto to be filed with the Securities and Exchange Commission to obtain or update EDGAR codes for the undersigned;

(2) execute for and on behalf of the undersigned Forms 3, 4, and 5 and Schedules 13D or 13G, as appropriate, and any required amendments thereto (collectively, "Reports"), with respect to his securities ownership of ReShape Lifesciences Inc. (the "Company") in accordance with Section 13(d) and/or 16(a) of the Securities and Exchange Act of 1934, as amended, and the respective rules promulgated thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Report and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of,

or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby individually grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned hereby individually acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13(d) or 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier

revoked by the undersigned in a signed writing  
delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, each of the undersigned has  
caused this Power of Attorney to be executed this  
4th day of June 2018.

/s/ Arthur Cohen

/s/ Joseph Healey