

**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): **September 13, 2018**

RESHAPE LIFESCIENCES INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-33818
(Commission File Number)

48-1293684
(I.R.S. Employer Identification
Number)

**1001 Calle Amanecer
San Clemente, CA**
(Address of principal executive offices)

92673
(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))

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 5.07 Submission of Matters to a Vote of Security Holders

ReShape Lifesciences Inc. (the "Company") held a special meeting of its stockholders on September 13, 2018. At the special meeting, the Company's stockholders voted on each of the following proposals set forth in the Company's Definitive Proxy Statement on Schedule 14A, which was filed with Securities and Exchange Commission and mailed to the Company's stockholders on or about August 22, 2018. The Company's stockholders approved Proposals 2, 3 and 4, which required the affirmative vote of the holders of a majority of the shares of common stock present or represented by proxy at the meeting and entitled to vote on that matter, but did not approve Proposal 1, which required the affirmative vote of the holders of a majority of the shares of common stock outstanding and entitled to vote at the special meeting.

Proposal 1:

The Company's stockholders did not approve a proposal to authorize the Company's Board of Directors to amend the Company's Sixth Amended and Restated Certificate of Incorporation, as amended, to effect a reverse split of the Company's issued and outstanding shares of common stock at a ratio of between 1-for-20 and 1-for-125, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,748,292	17,151,447	332,008	0

Proposal 2:

The Company's stockholders authorized a potential offering of shares of the Company's common stock, or securities convertible into or exercisable for shares of the Company's common stock, representing more than 20% of the Company's outstanding shares of common stock at the time of the offering, in accordance with Nasdaq Marketplace Rule 5635, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,736,692	4,041,172	365,175	26,088,708

Proposal 3:

The Company's stockholders authorized an amendment to the Company's outstanding warrants to purchase shares of common stock that were issued to investors in connection with its registered direct offerings completed in June, July and August 2018, in accordance with Nasdaq Marketplace Rule 5635, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,827,233	3,784,526	531,280	26,088,708

Proposal 4:

The Company's stockholders approved one or more adjournments of the special meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there were insufficient votes to approve any of the proposals at the time of the special meeting or in the absence of a quorum, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,405,832	14,043,276	1,782,639	0

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Item 8.01 Other Events

On September 14, 2018, the Company issued a press release announcing that it has commenced a public offering of shares of its common stock and warrants to purchase shares of its common stock. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated September 14, 2018

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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/ Scott P. Youngstrom
 Scott P. Youngstrom
 Chief Financial Officer

Dated: September 14, 2018

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ReShape Lifesciences Announces Proposed Public Offering

San Clemente, CA, September 14, 2018 — ReShape Lifesciences Inc. (Nasdaq:RSL5), a developer of minimally invasive medical devices to treat obesity and metabolic diseases, today announced that it has commenced a public offering of shares of its common stock and warrants to purchase shares of its common stock. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. All of the securities in the proposed offering are to be sold by ReShape Lifesciences.

H.C. Wainwright & Co. is acting as the exclusive placement agent for the offering.

ReShape Lifesciences intends to use the net proceeds from this offering to continue its commercialization efforts, for clinical and product development activities, and for other working capital and general corporate purposes.

A shelf registration statement on Form S-3 relating to the public offering of the securities described above was filed with the Securities and Exchange Commission (the "SEC") and is effective. The offering will be made solely by means of a prospectus supplement and accompanying prospectus. A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's website located at www.sec.gov. When available, copies of the preliminary prospectus supplement and the accompanying prospectus relating to the proposed public offering may also be obtained by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at 646-975-6996 or by e-mail at placements@hcwco.com.

This press release does not constitute an offer to sell, a solicitation of an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About ReShape Lifesciences Inc.

ReShape Lifesciences™ is a medical device company focused on technologies to treat obesity and metabolic diseases. The FDA-approved ReShape Balloon™ System involves a non-surgical weight loss procedure that uses advanced balloon technology designed to take up room in the stomach to help people with a 30-40 kg/m² Body Mass Index (BMI) and at least one co-morbidity lose weight. ReShape vBloc™ Therapy, delivered by an FDA-approved pacemaker-like device called the ReShape vBloc System, is designed to help patients with a 40-45 kg/m², or a 35-39.9

kg/m² BMI and at least one co-morbidity feel full and eat less by intermittently blocking hunger signals on the vagus nerve. The ReShape Vest™ System is an investigational, minimally invasive, laparoscopically implanted medical device that wraps around the stomach, emulating the gastric volume reduction effect of conventional weight-loss surgery, and is intended to enable rapid weight loss in obese and morbidly obese patients without permanently changing patient anatomy.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this release include statements regarding the proposed public offering and the anticipated use of proceeds therefrom. These forward-looking statements generally can be identified by the use of words such as "expect," "plan," "anticipate," "could," "may," "intend," "will," "continue," "future," other words of similar meaning and the use of future dates. These forward-looking statements are based on the current expectations of our management and involve known and unknown risks and uncertainties that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others: statements relating to the completion, size and use of proceeds of the public offering that involve risks and uncertainties, including, without limitation, risks and uncertainties related to market conditions and the satisfaction of closing conditions related to the public offering, risks and uncertainties related to our acquisitions of ReShape Medical, Inc. and BarioSurg, Inc.; risks related to the U.S. Food and Drug Administration's announcement, including updates thereto, to alert health care providers of unanticipated deaths involving the ReShape Balloon; our proposed ReShape Vest product may not be successfully developed and commercialized; our ability to continue as a going concern if we are unsuccessful in our pursuit of various funding options; our limited history of operations; our losses since inception and for the foreseeable future; our limited commercial sales experience; the competitive industry in which we operate; our ability to maintain compliance with the Nasdaq continued listing requirements and remain listed on Nasdaq; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for our ReShape Vest and any modifications to our vBloc system or ReShape Balloon; physician adoption of our products; our ability to obtain third party coding, coverage or payment levels; ongoing regulatory compliance; our dependence on third party manufacturers and suppliers; the successful development of our sales and marketing capabilities; our ability to raise additional capital when needed; international commercialization and operation; our ability to attract and retain management and other personnel and to manage our growth effectively; potential product liability claims; the cost and management time of operating a public company; potential healthcare fraud and abuse claims; healthcare legislative reform; and our ability to obtain and maintain intellectual property protection for our technology and products. These and additional risks and uncertainties are described more fully in the Company's filings with the Securities and Exchange Commission, particularly those factors identified as "risk factors" in our annual report on Form 10-K filed April 2, 2018 and our quarterly report on Form 10-Q filed August 20, 2018. We are providing this information as of the date of this press release and do not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise, except as required by law.
