

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>ARMISTICE CAPITAL, LLC</u> <hr/> (Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/13/2019	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, \$0.01 par value per share	13,000,000	D ⁽¹⁾	
Common Stock, \$0.01 par value per share	13,000,000	I	See Footnote ⁽²⁾

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 A Warrants	06/18/2019 ⁽³⁾	(3)	Common Stock	315,000,000	(4)	D ⁽¹⁾	
Series A Warrants	06/18/2019 ⁽³⁾	(3)	Common Stock	315,000,000	(4)	I	See Footnote ⁽²⁾
Series B Warrants	06/18/2019 ⁽⁵⁾	(5)	Common Stock	315,000,000	(6)	D ⁽¹⁾	
Series B Warrants	06/18/2019 ⁽⁵⁾	(5)	Common Stock	315,000,000	(6)	I	See Footnote ⁽²⁾
Series C Prefunded Warrants	06/18/2019 ⁽⁷⁾	(7)	Common Stock	302,000,000	(8)	D ⁽¹⁾	
Series C Prefunded Warrants	06/18/2019 ⁽⁷⁾	(7)	Common Stock	302,000,000	(8)	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> <hr/> (Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
Armistice Capital Master Fund Ltd.		
(Last)	(First)	(Middle)
C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314		
(Street)		
GRAND CAYMAN	E9	KY1-1104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Boyd Steven		
(Last)	(First)	(Middle)
C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund").
- The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These Series A Warrants are currently exercisable; provided, however, that until the effectuation date of a reverse stock split by the Issuer (the "Reverse Stock Split"), the Issuer is not required to issue upon exercise of the Series A Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to a securities purchase agreement entered into between the Issuer and the Master Fund on June 13, 2019 (the "Securities Purchase Agreement"); (ii) upon prior exercise of the Series A Warrants and the other warrants issued pursuant to the Securities Purchase Agreement; and (iii) pursuant to any warrants issued to any registered broker-dealer as a fee in connection with the issuance of Shares pursuant to the Securities Purchase Agreement, would exceed 247,161,824, subject to adjustment pursuant to the terms of the Securities Purchase Agreement. The Series A Warrants have a term of five years following the effectuation of the Reverse Stock Split.
- The exercise price for each Series A Warrant is \$0.022 per share of Common Stock, subject to adjustment pursuant to the terms of the Series A Warrants.
- These Series B Warrants are currently exercisable; provided, however, that until the effectuation date of the Reverse Stock Split, the Issuer is not required to issue upon exercise of the Series B Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Securities Purchase Agreement; (ii) upon prior exercise of the Series B Warrants and the other warrants issued pursuant to the Securities Purchase Agreement; and (iii) pursuant to any warrants issued to any registered broker-dealer as a fee in connection with the issuance of Shares pursuant to the Securities Purchase Agreement, would exceed 247,161,824, subject to adjustment pursuant to the terms of the Securities Purchase Agreement. The Series B Warrants have a term of one year following the effectuation of the Reverse Stock Split.
- The exercise price for each Series B Warrant is \$0.02 per share of Common Stock, subject to adjustment pursuant to the terms of the Series B Warrants.
- These Series C Prefunded Warrants are currently exercisable; provided, however, that until the effectuation date of the Reverse Stock Split, the Issuer is not required to issue upon exercise of the Series C Prefunded Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Securities Purchase Agreement; (ii) upon prior exercise of the Series C Prefunded Warrants and the other warrants issued pursuant to the Securities Purchase Agreement; and (iii) pursuant to any warrants issued to any registered broker-dealer as a fee in connection with the issuance of Shares pursuant to the Securities Purchase Agreement, would exceed 247,161,824, subject to adjustment pursuant to the terms of the Securities Purchase Agreement. The Series C Prefunded Warrants have a perpetual term.
- The exercise price for each Series C Prefunded Warrant is \$0.001 per share of Common Stock, subject to adjustment pursuant to the terms of the Series C Prefunded Warrants.

[Armistice Capital, LLC /s/
Steven Boyd, Managing
Member](#) 06/24/2019
[Armistice Capital Master Fund
Ltd. /s/ Steven Boyd, Director](#) 06/24/2019
[/s/ Steven Boyd](#) 06/24/2019

** 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.