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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL										
OMB Number: 3235-028										
Estimated average burden										
hours per response:	0.5									

1	ss of Reporting Perso		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ReShape Lifesciences Inc.</u> [ RSLS ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) 510 MADISON	(First) AVENUE, 7TH F	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2019	Officer (give title Other (specify below) below)
(Street) NEW YORK (City)	NY (State)	10022 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

## 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 Disposed Of 5)	Acquired (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following	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		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/27/2019		Р		10,000	A	\$0.07	13,860,000	D <sup>(1)</sup>	
Common Stock								13,860,000	I	See Footnote 1
Common Stock	08/27/2019		Р		10,000	A	\$0.07	13,870,000	D <sup>(1)</sup>	
Common Stock								13,870,000	I	See Footnote 1
Common Stock	08/28/2019		Р		50,000	A	\$0.07	13,920,000	D <sup>(1)</sup>	
Common Stock								13,920,000	I	See Footnote 1
Common Stock	08/28/2019		Р		50,000	A	\$0.07	13,970,000	<b>D</b> <sup>(1)</sup>	
Common Stock								13,970,000	I	See Footnote 1
Common Stock	08/29/2019		Р		10,000	Α	\$0.07	13,980,000	D <sup>(1)</sup>	
Common Stock								13,980,000	I	See Footnote 1
Common Stock	08/29/2019		Р		25,000	A	\$0.07	14,005,000	<b>D</b> <sup>(1)</sup>	
Common Stock								14,005,000	I	See Footnote 1
Common Stock	08/29/2019		Р		45,000	Α	\$0.07	14,050,000	<b>D</b> <sup>(1)</sup>	
Common Stock								14,050,000	I	See Footnote 1

### 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)

		Ta	ble II - Deriva	tive S	ecu	rities	Acqu	ired, Disp	osed of,	or Be	néficiali	y Owned			
			(e.g., p	uts, c	alls	, warr	ants,	options, o	Expiration		of				
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date.	Code Trans	V	€A)Nu of	m <b>(100;)</b> r	ExPatisEblero	isDaabdee and	Titletle Amour	aSalodares tof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Security (Instr.3) ar ARMIS	or Exercise Price of S of Price of S of Security	(Month/Day/Year)* Reporting Person* PITAL, LLC	if any (Month/Day/Year)	Code 8)	(Instr.	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)		Securi Underl Deriva Securi and 4)	ying	Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(Last) 510 MAI	DISON AVI	(First) ENUE, 7TH FLC	(Middle)										Transaction(s) (Instr. 4)		
(Street)	   אפר	NY	10022								Amount				
		 						Date	Expiration		or Number of				
(City)		(State)	(Zip)	Code	V	(A)	(D)	Exercisable	Date	Title	Shares				
		Reporting Person <sup>*</sup> Il Master Fune	<u>d Ltd.</u>		_										
(Last)		(First)	(Middle)												
C/O DM	S CORPOR	ATE SERVICES	S LTD.												
20 GENE	ESIS CLOS	E, P.O. BOX 314	4												
(Street) GRAND CAYMA		E9	KY1-1104												
(City)		(State)	(Zip)												
1. Name ar <u>Boyd S</u>		Reporting Person*			_										
(Last)		(First)	(Middle)												
C/O ARI	MISTICE C	APITAL, LLC													
510 MAI	DISON AVI	ENUE, 7TH FLO	OOR												
(Street)					_										
NEW YO	ORK	NY	10022												
(City)		(State)	(Zip)												

#### Explanation of Responses:

1. 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, 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, LLC. Armistice Capital, LLC 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.

Armistice Capital, LLC By: /s/<br/>Steven Boyd, Managing08/29/2019MemberArmistice Capital Master Fund<br/>Ltd. By: /s/ Steven Boyd,<br/>Director08/29/2019/s/ Steven Boyd/s/ Steven Boyd08/29/2019\*\* Signature of Reporting PersonDate

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.