

OMB APPROVAL	
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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 * <b>ARMISTICE CAPITAL, LLC</b>  (Last) (First) (Middle) <b>510 MADISON AVENUE, 7TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ReShape Lifesciences Inc. [ RSLs ]</b>	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) <b>09/23/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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	09/23/2019		X		6,700,000	A	\$0.02 <sup>(2)</sup>	21,200,000	D <sup>(1)</sup>	
Common Stock	09/23/2019		X		0	A	\$0	21,200,000	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Warrants	(3)	09/23/2019		X <sup>(2)</sup>			315,000,000	06/18/2019 <sup>(4)(5)</sup>	(4)(5)	COMMON STOCK	315,000,000	(2)	0	D <sup>(1)</sup>	
Series B Warrants	(3)	09/23/2019		X <sup>(2)</sup>			0	06/18/2019 <sup>(4)(5)</sup>	(4)(5)	COMMON STOCK	315,000,000	(2)	0	I	See Footnote 1
Series F Prefunded Warrants	(6)	09/23/2019		J <sup>(2)</sup>		308,300,000		09/23/2019 <sup>(7)(8)</sup>	(7)(8)	COMMON STOCK	308,300,000	(2)	308,300,000	D <sup>(1)</sup>	
Series F Prefunded Warrants	(6)	09/23/2019		J <sup>(2)</sup>		0		09/23/2019 <sup>(7)(8)</sup>	(7)(8)	COMMON STOCK	308,300,000	(2)	308,300,000	I	See Footnote 1
Series E Warrants	(9)	09/23/2019		J <sup>(2)</sup>		315,000,000		09/23/2019 <sup>(10)</sup>	(10)	COMMON STOCK	315,000,000	(2)	315,000,000	D <sup>(1)</sup>	
Series E Warrants	(9)	09/23/2019		J <sup>(2)</sup>		0		09/23/2019 <sup>(10)</sup>	(10)	COMMON STOCK	315,000,000	(2)	315,000,000	I	See Footnote 1
Series A Warrants	(11)							06/18/2019 <sup>(12)</sup>	(12)	COMMON STOCK	315,000,000		315,000,000	D <sup>(1)</sup>	
Series A Warrants	(11)							06/18/2019 <sup>(12)</sup>	(12)	COMMON STOCK	315,000,000		315,000,000	I	See Footnote 1
Series C Prefunded Warrants	(13)							06/18/2019 <sup>(14)</sup>	(14)	COMMON STOCK	302,000,000		302,000,000	D <sup>(1)</sup>	
Series C Prefunded Warrants	(13)							06/18/2019 <sup>(14)</sup>	(14)	COMMON STOCK	302,000,000		302,000,000	I	See Footnote 1

1. Name and Address of Reporting Person *		
<a href="#">ARMISTICE CAPITAL, LLC</a>		
(Last)	(First)	(Middle)
510 MADISON AVENUE, 7TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Armistice Capital Master Fund Ltd.</a>		
(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 *		
<a href="#">Boyd Steven</a>		
(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, 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.
- On September 23, 2019, the Issuer and the Master Fund entered into a warrant exercise agreement (the "Warrant Exercise Agreement") pursuant to which the Master Fund exercised all 315,000,000 of its Series B Warrants of the Issuer (collectively, the "Series B Warrants") in exchange for: (i) 6,700,000 shares of the Issuer's common stock (collectively, the "Shares"); and (ii) 308,300,000 Series F Prefunded Warrants of the Issuer (collectively, the "Series F Prefunded Warrants"). Pursuant to the Warrant Exercise Agreement, the Issuer also issued to the Master Fund 315,000,000 Series E Warrants of the Issuer (collectively, the "Series E Warrants") as consideration for the Master Fund's agreement to exercise all of its Series B Warrants.
- 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.
- The Series B 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 B Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Warrant Exercise Agreement and the 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 warrants issued pursuant to the Warrant Exercise Agreement or 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 or the Warrant Exercise Agreement, would exceed 231,430,682, subject to adjustment pursuant to the terms of the Warrant Exercise Agreement.
- (continued from Footnote 4) The Series B Warrants have a term of one year following the effectuation of the Reverse Stock Split.
- The exercise price of each Series F Prefunded Warrant is \$0.001 per Share, subject to adjustment pursuant to the terms of the Series F Prefunded Warrants.
- The Series F Prefunded Warrants have a perpetual term and 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 F Prefunded Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Warrant Exercise Agreement and the Securities Purchase Agreement; (ii) upon prior exercise of the warrants issued pursuant to the Warrant Exercise Agreement or 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 or the Warrant Exercise Agreement.
- (continued from Footnote 7) would exceed 231,430,682, subject to adjustment pursuant to the terms of the Warrant Exercise Agreement. After the effectuation of the Reverse Stock Split, the Series F Prefunded Warrants will not be subject to any beneficial ownership limitation and therefore may be exercised, in whole or in part, at any time.
- The exercise price of each Series E Warrant is \$0.05, subject to adjustment pursuant to the terms of the Series E Warrants.
- The Series E Warrants are currently exercisable; provided, however, that the Series E Warrants are subject to blocker provision that prevents the Master Fund from exercising the Series E Warrants if it would be more than a 9.99% beneficial owner of the Shares following any such exercise. The term of the Series E Warrants is one year 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.
- The Series A 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 A Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Warrant Exercise Agreement and the Securities Purchase Agreement; (ii) upon prior exercise of the warrants issued pursuant to the Warrant Exercise Agreement or 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 or the Warrant Exercise Agreement, would exceed 231,430,682, subject to adjustment pursuant to the terms of the Warrant Exercise 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 C Prefunded Warrant is \$0.001 per share of Common Stock, subject to adjustment pursuant to the terms of the Series C Prefunded Warrants.

14. The 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 Warrant Exercise Agreement and the Securities Purchase Agreement; (ii) upon prior exercise of the warrants issued pursuant to the Warrant Exercise Agreement or 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 or the Warrant Exercise Agreement, would exceed 231,430,682, subject to adjustment pursuant to the terms of the Warrant Exercise Agreement. The Series C Prefunded Warrants have a perpetual term.

Armistice Capital, LLC By: /s/  
Steven Boyd, Managing  
Member 09/25/2019

Armistice Capital Master Fund  
Ltd. By: /s/ Steven Boyd,  
Director 09/25/2019

/s/ Steven Boyd 09/25/2019

\*\* 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 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.

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