

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*

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ReShape Lifesciences Inc.  
(Name of Issuer)

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Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

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761123603  
(CUSIP Number)

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Daniel Radden  
c/o Armistice Capital, LLC  
510 Madison Avenue  
7<sup>th</sup> Floor  
New York, NY 10022  
Telephone Number: 212-231-4930  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

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March 25, 2020  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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CUSIP No. 761123603

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Armistice Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

11,747,502

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

11,747,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,747,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

98.8%

14. TYPE OF REPORTING PERSON

IA, OO

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CUSIP No. 761123603

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Armistice Capital Master Fund Ltd.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
  
WC
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER  
  
0
  8. SHARED VOTING POWER  
  
11,747,502
  9. SOLE DISPOSITIVE POWER  
  
0
  10. SHARED DISPOSITIVE POWER  
  
11,747,502
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
11,747,502
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
98.8%
  14. TYPE OF REPORTING PERSON  
  
CO
- 
-

CUSIP No. 761123603

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Boyd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

11,747,502

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

11,747,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,747,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

98.8%

14. TYPE OF REPORTING PERSON

IN, HC

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Item 1. Security and Issuer.

The name of the issuer is ReShape Lifesciences Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is 1001 Calle Amanecer, San Clemente, California 92673. This Amendment No. 3 to Schedule 13D relates to the Issuer's Common Stock, \$0.001 par value per share (collectively, the "Shares").

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Item 2. Identity and Background.

(a), (f) The persons filing this statement are: (i) Armistice Capital, LLC, a Delaware limited liability company ("Armistice Capital"); (ii) Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund"); and (iii) Steven Boyd, a United States citizen ("Mr. Boyd", and collectively with Armistice Capital and the Master Fund, the "Reporting Persons").

(b), (c) Armistice Capital is an investment adviser registered with the Securities and Exchange Commission (the "SEC") that is principally engaged in the business of providing investment management services to private investment vehicles, including the Master Fund. The principal business address of Armistice Capital is 510 Madison Avenue, 7<sup>th</sup> Floor, New York, New York 10022.

The Master Fund is principally engaged in the business of investing in securities. The principal business address of the Master Fund is: c/o dms Corporate Services Ltd., 20 Genesis Close, P.O. Box 314, Grand Cayman KY1-1104, Cayman Islands. The board of directors of the Master Fund consists of Steven Boyd, Kevin A. Phillip and Gregory S. Bennett.

Steven Boyd is the managing member of Armistice Capital and a director of the Master Fund. Mr. Boyd's business address is 510 Madison Avenue, 7<sup>th</sup> Floor, New York, New York 10022.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration.

The funds for the purchase of the 11,747,502 Shares and the warrants of the Issuer beneficially owned by the Reporting Persons came from the working capital of the Master Fund, which is the direct owner of such Shares and warrants. No borrowed funds were used to purchase the Shares or the warrants, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business.

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Item 4. Purpose of Transaction.

On March 25, 2020, the Issuer entered into a credit agreement (the “Credit Agreement”) with the Master Fund pursuant to which the Issuer borrowed from the Master Fund a principal amount of \$2.5 million, with the option to borrow up to an additional \$1.0 million pursuant to delayed draw term loans. The loans outstanding under the Credit Agreement mature on September 24, 2020 and bear interest at a rate per annum equal to the LIBOR rate plus 2.5%. Further, under the terms of the Credit Agreement, the Master Fund agreed to exercise warrants it currently holds to purchase 5,085,834 Shares with a current exercise price of \$0.12 per Share by no later than April 15, 2020.

In connection with the Credit Agreement, the Issuer and its wholly-owned subsidiary, ReShape Medical LLC (“ReShape Medical”), entered into a guarantee and collateral agreement with the Master Fund dated March 25, 2020 (the “Guarantee and Collateral Agreement”) pursuant to which the Issuer and ReShape Medical granted to the Master Fund a security interest in substantially all of their respective assets as security for the Issuer’s obligations under the Credit Agreement.

On March 25, 2020, the Issuer also issued to the Master Fund series G warrants (the “Series G Warrants”) to purchase an aggregate of 1,200,000 Shares pursuant to the Issuer’s Series G Common Stock Purchase Warrant (the “Series G Common Stock Purchase Warrant”).

In connection with the issuance to the Master Fund of the Series G Warrants, the Issuer and the Master Fund entered into a registration rights agreement dated March 25, 2020 (the “Registration Rights Agreement”) pursuant to which the Issuer agreed to file a resale registration statement for the Shares underlying the Series G Warrants within 60 days and to use its best efforts to cause such resale registration statement to be declared effective within 90 days, or, in the event of a “full review” by the SEC, within 120 days.

On March 31, 2020, the Issuer and the Master Fund entered into an amendment to the Credit Agreement (the “Credit Agreement Amendment”) relating to the Issuer’s payment of fees, reasonable costs and reasonable out-of-pocket expenses due and payable under the Credit Agreement and other related loan documents.

The Issuer and the Master Fund also entered into an amendment to Series G Common Stock Purchase Warrant on March 31, 2020 (the “Series G Warrant Amendment”) to, among other things, provide that the exercise price per Share of the Series G Warrants is \$3.70.

The foregoing was a summary of certain material terms of the: (i) Credit Agreement; (ii) Guarantee and Collateral Agreement; (iii) Series G Common Stock Purchase Warrant; (iv) Registration Rights Agreement; (v) Credit Agreement Amendment; and (vi) Series G Warrant Amendment. The foregoing descriptions are not, and do not purport to be, complete and, except as otherwise described above, are qualified in their entirety by reference to the full text of the forms of those documents, which have been filed as Exhibits B, C, D, E, F and G, respectively, and are incorporated herein by reference.

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The Reporting Persons purchased the Shares for investment in the ordinary course of their investment activities based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, participating on the Issuer's board of directors (the "Board"), engaging in communications with management and/or the Board, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons' investment, reshaping the Issuer's corporate strategy, recommending business development transactions, proposing changes to management, operations and the structure of the Board (including the composition of the Board), purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Except as otherwise set forth herein, the Reporting Persons do not have any present plans or proposals which would relate to, or result in, the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D. However, subject to market conditions and in compliance with applicable securities laws, the Reporting Persons reserve the right, at a later date, to effect one or more of such changes or transactions in the number of Shares they may be deemed to beneficially own in open-market or privately negotiated transactions, on such terms and at such times as the Reporting Persons may deem advisable.

Item 5. Interest in Securities of the Issuer.

- (a) - As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 11,747,502
- (d) Shares, constituting 98.8% of the Shares, based upon 11,889,628 Shares outstanding as of the date hereof, as adjusted for warrants of the Issuer beneficially owned by the Reporting Persons. Each of the Reporting Persons has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 11,747,502 Shares. Each of the Reporting Persons has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 11,747,502 Shares.

Other than the Series G Warrants acquired by the Master Fund as described in Item 4 above, there have been no transactions in the Shares by the Reporting Persons during the past sixty days.

- (e) N/A
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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 4 above is incorporated by reference in its entirety in this Item 6. The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to securities of the Issuer that is not described herein or in a prior Schedule 13D filed by the Reporting Persons in respect of the Issuer.

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Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Form of Credit Agreement, dated March 25, 2020 (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

Exhibit C: Form of Guarantee and Collateral Agreement, dated March 25, 2020 (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

Exhibit D: Form of Series G Common Stock Purchase Warrant, dated March 25, 2020 (incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

Exhibit E: Form of Registration Rights Agreement, dated March 25, 2020 (incorporated by reference to Exhibit 10.4 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

Exhibit F: Form of Credit Agreement Amendment, dated March 31, 2020 (incorporated by reference to Exhibit 10.5 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

Exhibit G: Form of Series G Warrant Amendment, dated March 25, 2020 (incorporated by reference to Exhibit 10.6 to the Form 8-K filed with the SEC by the Issuer on March 31, 2020)

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 1, 2020

\_\_\_\_\_  
(Date)

Armistice Capital, LLC\*

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Director

Steven Boyd\*

/s/ Steven Boyd

\* The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interests therein, and this report shall not be deemed an admission that such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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AGREEMENT

The undersigned agree that this Amendment No. 3 to Schedule 13D, dated April 1, 2020, relating to the Common Stock, \$0.001 par value per share, of ReShape Lifesciences Inc. shall be filed on behalf of the undersigned.

April 1, 2020

\_\_\_\_\_  
(Date)

Armistice Capital, LLC

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Director

Steven Boyd

/s/ Steven Boyd

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