

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. )<sup>1</sup>

ReShape Lifesciences Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

761123504  
(CUSIP Number)

June 18, 2019  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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<sup>1</sup> 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.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  Bigger Capital Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  PN	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  Bigger Capital Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,070,588 shares of Common Stock 33,929,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  OO	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  District 2 Capital Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  PN	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  District 2 Capital LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  PN	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  District 2 GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  OO	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  District 2 Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,529,412 shares of Common Stock 48,470,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  OO	

\* As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON  Michael Bigger	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,600,000 shares of Common Stock* 82,400,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,600,000 shares of Common Stock* 82,400,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,600,000 shares of Common Stock* 82,400,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9%*	
12	TYPE OF REPORTING PERSON  IN	

\* Consists of 1,070,588 shares of Common Stock owned by Bigger Capital, 33,929,412 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital, 1,529,412 shares of Common Stock owned by District 2 CF and 48,470,588 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF. As more fully described in Item 4, the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).



Item 1(a). Name of Issuer:  
ReShape Lifesciences, Inc., a Delaware corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:  
1001 Calle Amanecer  
San Clemente, CA 92673

Item 2(a). Name of Person Filing  
Item 2(b). Address of Principal Business Office or, if None, Residence  
Item 2(c). Citizenship

Bigger Capital Fund, LP ("Bigger Capital")  
159 Jennings Road, Suite 3000  
Cold Spring Harbor, NY 11724  
Citizenship: Delaware

Bigger Capital Fund GP, LLC ("Bigger GP")  
159 Jennings Road, Suite 3000  
Cold Spring Harbor, NY 11724  
Citizenship: Delaware

District 2 Capital Fund LP ("District 2 CF")  
175 W Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 Capital LP ("District 2")  
175 W Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 GP LLC ("District 2 GP")  
175 W Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 Holdings LLC ("District 2 Holdings")  
175 W Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

Michael Bigger  
159 Jennings Road, Suite 3000  
Cold Spring Harbor, NY 11724  
Citizenship: USA

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d). Title of Class of Securities:  
Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP Number:  
761123504

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- /x/ Not applicable.
- (a)  // Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  // Investment company registered under Section 8 of the Investment Company Act.
- (e)  // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  // A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k)  // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Item 4. Ownership

(a) Amount beneficially owned:

As of June 19, 2019, Bigger Capital beneficially owned 1,070,588 shares of Common Stock, and 33,929,412 shares of Common Stock currently issuable upon the exercise of certain Pre-Funded Warrants with initial exercise prices ranging from \$.0001 per share to \$.022 per share (collectively the "Warrants"). As described below, the Warrants contain a 9.99% beneficial ownership limitation.

Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own the 1,070,588 shares of Common Stock and 33,929,412 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Bigger Capital.

As of June 19, 2019, District 2 CF beneficially owned 1,529,412 shares of Common Stock, and 48,470,588 shares of Common Stock issuable upon the exercise of Warrants owned by District 2 CF. As described below, the Warrants contain a 9.99% beneficial ownership limitation.

District 2, as the investment manager of District 2 CF, may be deemed to beneficially own the 1,529,412 shares of Common Stock beneficially owned by District 2 CF and the 48,470,588 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 GP, as the general partner of District 2 CF, may be deemed to beneficially own the 1,529,412 shares of Common Stock beneficially owned by District 2 CF and the 48,470,588 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 Holdings, as the managing member of District 2 GP, may be deemed to beneficially own the 1,529,412 shares of Common Stock beneficially owned by District 2 CF and the 48,470,588 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

Mr. Bigger, as the managing member of Bigger GP and the managing member of District 2 Holdings, may be deemed to beneficially own the (i) 1,070,588 shares of Common Stock beneficially owned by Bigger Capital, (ii) 1,529,412 shares of Common Stock beneficially owned by District 2 CF, (iii) 33,929,412 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital, and (iv) 48,470,588 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by Bigger Capital. Each of District 2, District 2 GP, District 2 Holdings and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by District 2 CF, and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b) Percent of class:

The following percentages are based on 11,055,233 shares of Common Stock outstanding as of May 9, 2019, as represented in the Company's Form 10-Q for the three months ended March 31, 2019 filed with the Securities and Exchange Commission on May 20, 2019 plus an additional approximately 15,600,000 shares issued in the Company's recently completed Private Placement and assumes the exercise of the Warrants held by the Reporting Persons subject to the Blockers (as defined below).

As of June 19, 2019, each of Bigger Capital, Bigger GP, District 2 CF, District 2, District 2 GP, District 2 Holdings and Mr. Bigger may be deemed to collectively beneficially own approximately 9.9% of the outstanding shares of Common Stock.

Pursuant to the terms of the Warrants, the Reporting Persons cannot exercise the Warrants to the extent the Reporting Persons or affiliates of the Reporting Persons would beneficially own, after any such exercise, more than 9.99% of the outstanding shares of Common Stock (the "Blockers"), and the percentage set forth in Row 11 of the cover page for each Reporting Person as well in this Item 4(b) gives effect to the Blockers. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise any of the Warrants due to the Blockers.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
See Cover Pages Items 5-9.
  - (ii) Shared power to vote or to direct the vote  
See Cover Pages Items 5-9.
  - (iii) Sole power to dispose or to direct the disposition of  
See Cover Pages Items 5-9.
  - (iv) Shared power to dispose or to direct the disposition of  
See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bigger GP and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by Bigger Capital, District 2, District 2 GP, District 2 Holdings and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by District 2 CF.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 20, 2019

BIGGER CAPITAL FUND, LP

By: Bigger Capital Fund GP, LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL FUND LP

By: District 2 GP LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 GP LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

BIGGER CAPITAL FUND GP, LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL LP

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 HOLDINGS LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

/s/ Michael Bigger  
MICHAEL BIGGER

**Joint Filing Agreement**

The undersigned hereby agree that the Statement on Schedule 13G dated June 20, 2019 with respect to the shares of Common Stock of ReShape Lifesciences, Inc., and any further amendments thereto executed by each and any of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Dated: June 20, 2019

BIGGER CAPITAL FUND, LP

By: Bigger Capital Fund GP, LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL FUND LP

By: District 2 GP LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 GP LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

BIGGER CAPITAL FUND GP, LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL LP

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 HOLDINGS LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

/s/ Michael Bigger  
MICHAEL BIGGER