

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001371217](#)

EnteroMedics Inc

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

Name of Issuer

ReShape Lifesciences Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- Over Five Years Ago
- Within Last Five Years (Specify Year)
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

ReShape Lifesciences Inc.

Street Address 1

1001 CALLE AMANECER

Street Address 2

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

SAN CLEMENTE CALIFORNIA 92673 9494296680

3. Related Persons

Last Name First Name Middle Name

Gladney Dan

Street Address 1 Street Address 2

1001 CALLE AMANECER

City State/Province/Country ZIP/PostalCode

San Clemente CALIFORNIA 92673

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Youngstrom Scott

Street Address 1 Street Address 2

1001 CALLE AMANECER

City State/Province/Country ZIP/PostalCode

San Clemente CALIFORNIA 92673

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Blackford Gary

**Street Address 1**

**Street Address 2**

1001 CALLE AMANECER

**City**

**State/Province/Country**

**ZIP/PostalCode**

San Clemente CALIFORNIA 92673

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Tremmel Jon

**Street Address 1**

**Street Address 2**

1001 CALLE AMANECER

**City**

**State/Province/Country**

**ZIP/PostalCode**

San Clemente CALIFORNIA 92673

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

McDougal Lori

**Street Address 1**

**Street Address 2**

1001 CALLE AMANECER

**City**

**State/Province/Country**

**ZIP/PostalCode**

San Clemente CALIFORNIA 92673

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- |   |                        |                           |
|---|------------------------|---------------------------|
| Agriculture   | Health Care            | Retailing                 |
| Banking & Financial Services  | Biotechnology          | Restaurants               |
| Commercial Banking  | Health Insurance       | Technology                |
| Insurance   | Hospitals & Physicians | Computers                 |
| Investing   | Pharmaceuticals        | Telecommunications        |
| Investment Banking  | Pharmaceuticals        | Telecommunications        |
| Pooled Investment Fund  | X Other Health Care    | Other Technology          |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Manufacturing          | Travel                    |
| Yes No  | Real Estate            | Airlines & Airports       |
| Other Banking & Financial Services  | Commercial             | Lodging & Conventions     |
| Business Services   | Construction           | Tourism & Travel Services |
| Energy  | REITS & Finance        | Other Travel              |
| Coal Mining   | Residential            | Other                     |
| Electric Utilities  | Other Real Estate      |                           |
| Energy Conservation   |                        |                           |
| Environmental Services  |                        |                           |
| Oil & Gas   |                        |                           |
| Other Energy  |                        |                           |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-06-19 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
H.C. Wainwright & Co., LLC	375	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None

None

None

**Street Address 1**

**Street Address 2**

430 Park Avenue

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10022

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States

Foreign/non-US

FLORIDA
NEW JERSEY
NEW YORK

**13. Offering and Sales Amounts**

Total Offering Amount \$1,537,009 USD or Indefinite

Total Amount Sold \$1,537,009 USD

Total Remaining to be Sold \$0 USD or Indefinite

**Clarification of Response (if Necessary):**

The warrants and underlying shares of common stock include warrants (i) to purchase 469,490 shares of common stock issued to certain institutional investors and (ii) to purchase 22,802 shares of common stock to H.C. Wainwright ("HCW Warrants").

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$4,108 USD Estimate

Finders' Fees \$0 USD Estimate

**Clarification of Response (if Necessary):**

H.C. Wainwright received the above sales commission in connection with the private placement of warrants. The HCW Warrants were issued to H.C. Wainwright in connection with a registered direct offering by the Company, which is not reported on this Form D.

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

**Clarification of Response (if Necessary):**

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to

furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
ReShape Lifesciences Inc.	/s/ Scott Youngstrom	Scott Youngstrom	CFO and Chief Compliance Officer	2018-06-25

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

---