

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 23, 2017**

**RESHAPE LIFESCIENCES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-25121**

(Commission File Number)

**48-1293684**

(I.R.S. Employer  
Identification No.)

**2800 Patton Road  
St. Paul, Minnesota**

(Address of principal executive offices)

**55113**

(Zip Code)

**(651) 634-3003**

(Registrant's telephone number, including area code)

**EnteroMedics Inc.**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 19, 2017, EnteroMedics Inc. (the "Company") filed a Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware to amend Article I of the Company's Certificate of Incorporation to change the name of the corporation to "ReShape Lifesciences Inc." The effective date of the Certificate of Amendment is Monday, October 23, 2017. A copy of the Certificate of Amendment is filed herewith as Exhibit 3.1.

**Item 7.01 Regulation FD Disclosure.**

On October 23, 2017, the Company announced that it filed Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware to amend Article I of the Company's Certificate of Incorporation to change the name of the corporation to "ReShape Lifesciences Inc." effective 12:01 AM Central Time, on October 23, 2017. In addition, in connection with the name change, the Company's ticker symbol was changed to "RSL" which change because effective at the start of trading on Monday, October 23, 2017 and the Company's common stock will continue to trade on The NASDAQ Capital Market.

The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>  |
|--------------------|--|
| 3.1                | <a href="#">Articles of Amendment to Sixth Amended and Restated Articles of Incorporation of the Company (filed herewith).</a> |
| 99.1               | <a href="#">Press Release dated October 23, 2017 (filed herewith).</a>   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 23, 2017

**RESHAPE LIFESCIENCES INC.**

By: /s/ Scott P. Youngstrom  
Name: Scott P. Youngstrom  
Title: Chief Financial Officer and Chief Compliance Officer

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**CERTIFICATE OF AMENDMENT OF THE  
SIXTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ENTEROMEDICS INC.**

**October 20, 2017**

EnteroMedics Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (as amended from time to time, the "General Corporation Law"), does hereby certify as follows:

**FIRST:** The name of the corporation is EnteroMedics Inc. and the name under which the corporation was originally incorporated is EnteroMedics Inc.

**SECOND:** The date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was July 22, 2004.

**THIRD:** This Amendment to the Sixth Amended and Restated Certificate of Incorporation (the "Sixth Amended and Restated Certificate") has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by the directors of this corporation.

**FOURTH:** Article I of this corporation's Sixth Amended and Restated Certificate is deleted in its entirety and replaced with the following:

The name of the corporation (hereinafter called the "Corporation") is ReShape Lifesciences Inc.

**FIFTH:** This Certificate of Amendment shall become effective at 12:01 a.m. EDT on October 23, 2017.

*[signature page follows]*

**IN WITNESS WHEREOF**, EnteroMedics Inc. has caused this Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation to be signed by Dan W. Gladney, its President and Chief Executive Officer as of the date first set forth above.

**ENTEROMEDICS INC.**

By:           /s/ Dan W. Gladney            
Name: Dan W. Gladney  
Title: President and Chief Executive Officer



### EnteroMedics Announces Name Change to ReShape Lifesciences Inc. (NASDAQ: RSLS)

**St. Paul, Minnesota October 23, 2017** — EnteroMedics Inc. (NASDAQ:ETRM), a developer of minimally invasive medical devices to treat obesity and metabolic diseases, today announced that the Company has formally changed its name to ReShape Lifesciences Inc. (NASDAQ: RSLS).

The new name, effective today, reflects the Company's expansion and growth into a full-scale provider of medical devices to address the continuum of care for obesity and its associated health conditions. The Company's portfolio, designed to help patients lose weight and live a healthier life, includes two FDA-approved devices, the vBloc<sup>®</sup> System and *ReShape*<sup>®</sup> Integrated Dual Balloon System, as well as the Gastric Vest System<sup>®</sup>, an investigational device.

"Our new name, ReShape Lifesciences, conveys our commitment to customers and patients as a long-term partner helping address obesity and its associated comorbidities. The name exemplifies our core mission of enhancing and extending life for patients," said Dan Gladney, President, Chief Executive Officer and Chairman of the Board. "With the recent acquisitions of ReShape Medical, Inc. and BarioSurg, Inc., we have transformed from a single-product company to a comprehensive provider of multiple effective, innovative, and minimally-invasive obesity solutions for our patients and physician-customers."

Visit [www.reshapelifesciences.com](http://www.reshapelifesciences.com) for more information about the company and its products.

#### About ReShape Lifesciences Inc.

ReShape Lifesciences is a medical device company focused on technology to treat obesity and metabolic diseases. vBloc<sup>®</sup> Neurometabolic Therapy, delivered by an FDA-approved pacemaker-like device called the vBloc System, is designed to help patients with a 35-45 Body Mass Index (BMI) feel full and eat less by intermittently blocking hunger signals on the vagus nerve. The FDA-approved *ReShape*<sup>®</sup> Integrated Dual Balloon System involves a non-surgical weight loss procedure that uses advanced balloon technology designed to take up room in the stomach to help people with a 30-40 Body BMI, and at least one co-morbidity, lose weight. The Gastric Vest<sup>™</sup> System is an investigational, minimally invasive, laparoscopically implanted medical device that wraps around the stomach, emulating the gastric volume reduction effect of conventional weight-loss surgery, and is intended to enable rapid weight loss in obese and morbidly obese patients without permanently changing patient anatomy.

The Company's name change does not affect the Company's corporate structure. The rights of stockholders holding certificated shares under currently outstanding stock certificates and the number of shares represented by those certificates will remain unchanged. The name change does not affect the validity or transferability of any currently outstanding stock certificates nor will it be necessary for stockholders with certificated shares to surrender any stock certificates they currently hold as a result.

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#### Forward-Looking Safe Harbor Statement:

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by the use of words such as expect," "plan," "anticipate," "could," "may," "intend," "will," "continue," "future," other words of similar meaning and the use of future dates. These forward-looking statements are based on the current expectations of our management and involve known and unknown risks and uncertainties that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others: risks and uncertainties related to our acquisition of ReShape Medical, Inc., including unexpected costs or liabilities; the ability to recognize the benefits of the acquisition and that the acquisition may involve unexpected costs or liabilities; our limited history of operations; our losses since inception and for the foreseeable future; our limited commercial sales experience with our vBloc<sup>®</sup> System for the treatment of obesity in the United States or in any foreign market other than Australia and the European Community; the competitive industry in which we operate; our ability to maintain compliance with the Nasdaq continued listing requirements; our ability to commercialize our vBloc System; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for any modifications to our vBloc System; physician adoption of our vBloc System and vBloc Neurometabolic Therapy; our ability to obtain third party coding, coverage or payment levels; ongoing regulatory compliance; our dependence on third party manufacturers and suppliers; the successful development of our sales and marketing capabilities; our ability to raise additional capital when needed; international commercialization and operation; our ability to attract and retain management and other personnel and to manage our growth effectively; potential product liability claims; the cost and management time of operating a public company; potential healthcare fraud and abuse claims; healthcare legislative reform; and our ability to obtain and maintain intellectual property protection for our technology and products. These and additional risks and uncertainties are described more fully in the Company's filings with the Securities and Exchange Commission, particularly those factors identified as "risk factors" in Exhibit 99.3 of our current report on Form 8-K filed July 26, 2017. We are providing this information as of the date of this press release and do not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

#### Investor Contact:

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