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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): March 26, 2019

**RESHAPE LIFESCIENCES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)      **1-33818**  
(Commission File Number)      **48-1293684**  
(I.R.S. Employer Identification Number)

**1001 Calle Amanecer**  
**San Clemente, CA**  
(Address of principal executive offices)

**92673**  
(Zip Code)

**(949) 429-6680**  
(Registrant's telephone number, including area code)

**Not applicable**  
(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.

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**Item 2.02 Results of Operations and Financial Condition.**

On April 1, 2019, ReShape Lifesciences Inc. (the “Company”) issued a press release announcing its financial results for the three months and fiscal year ended December 31, 2018. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished herewith pursuant to Item 2.02 of this Current Report and in Exhibit 99.1 hereto is being “furnished” in accordance with General Instruction B.2 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 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 to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 26, 2019, the Company announced that Barton P. Bandy will become the Company’s President and Chief Executive Officer effective April 1, 2019. Mr. Bandy, age 58, has extensive leadership experience in health care and specifically in the obesity and bariatric space. Most recently, Mr. Bandy was President and Chief Executive Officer of BroadSpot Imaging Corporation, a developer of medical devices for eye care, since April 2017. From April 2013 to August 2016, Mr. Bandy was President of Wellness at Alphaeon Corporation, where he was responsible for business development, commercial activities, strategy and acquisition integration. He previously spent 10 years at Inamed, including during its acquisition by Allergan.

Pursuant to Mr. Bandy’s offer letter, he will be paid an annual salary of \$390,000 with a target bonus of up to 50% of his base salary. The Company intends to grant Mr. Bandy stock options to purchase up to 960,000 shares of common stock within the first six months of his employment, subject to approval by the Company’s Compensation Committee. In addition, Mr. Bandy would be entitled to severance equal to one year of his base salary if he is terminated by the Company without cause.

There are no arrangements or understandings between Mr. Bandy and any other person pursuant to which Mr. Bandy was appointed as President and CEO of the Company. Mr. Bandy does not have a direct or indirect material interest in any currently proposed transaction to which the Company is a party, nor has Mr. Bandy had a direct or indirect material interest in any such transaction since the beginning of the Company’s fiscal year.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 1, 2019</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.

### **RESHAPE LIFESCIENCES INC.**

By: /s/ Scott P. Youngstrom  
Scott P. Youngstrom  
Chief Financial Officer

Dated: April 1, 2019

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## ReShape Lifesciences Announces Fourth Quarter and Full Year 2018 Financial Results

**San Clemente, CA April 1, 2019** – ReShape Lifesciences Inc. (OTCQB: RSL5), a developer of minimally invasive medical devices to treat obesity and metabolic diseases, today reported financial results for the three months and year ended December 31, 2018.

### Recent Highlights and Accomplishments

- Announced the appointment of industry veteran Bart Bandy as President and Chief Executive Officer following retirement of Dan Gladney
- Completed the acquisition of the LAP-BAND® technology in exchange for the sale of the ReShape Balloon™ business
- Reported revenues of \$2.8 million for the full year 2018 compared to \$1.3 million in the same period of 2017
- Reported revenue contribution from LAP-BAND of \$450 thousand in the nine selling days ReShape Lifesciences™ owned LAP-BAND during the fourth quarter of 2018
- Reported gross margins from continuing operations of 73% for the full year 2018. This compares to gross margin of 41% for the full year 2017
- Implanted the first patient in the ENDURE II trial to support CE Marking of the ReShape Vest™

“It was a very productive and busy few months at ReShape Lifesciences, driven by some significant strategic decisions that we believe will optimize our goal to become the leading provider of solutions for obesity and metabolic diseases,” said Scott Youngstrom, Chief Financial Officer at ReShape Lifesciences. “We believe that moving forward with the clinically supported, broadly reimbursed, revenue generating and profitable LAP-BAND technology is a huge win for ReShape Lifesciences and will be an ideal precursor to our proprietary, innovative ReShape Vest, which is currently in CE Mark trials. We would like to thank Dan Gladney for his invaluable contributions as CEO of ReShape Lifesciences and we are excited to welcome Bart Bandy as the new President and Chief Executive Officer of ReShape Lifesciences.”

### Fourth Quarter 2018 Financial Results

For the three months ended December 31, 2018, the Company reported total revenues of \$869 with associated gross profit totaling \$546 thousand. For the three months ended December 31, 2017, the Company reported revenues from continuing operations of \$450 thousand with associated gross profit totaling \$372 thousand.

### Full Year 2018 Financial Results

For the year ended December 31, 2018, the Company reported total revenues of \$2.8 million with associated gross profit totaling \$772 thousand. For the year ended December 31, 2017, the Company reported revenues from continuing operations of \$607 thousand with associated gross profit totaling \$442 thousand.

As of December 31, 2018, the Company had cash and cash equivalents totaling \$5.5 million and a \$7 million purchase consideration payable to Apollo Endosurgery associated with the LAP-BAND acquisition.

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## Conference Call

Management will host an investment community conference call today beginning at 1:30 p.m. Pacific Time 4:30 p.m. Eastern Time.

Individuals interested in listening to the conference call may do so by dialing (877) 280-7473 for domestic callers or (707) 287-9370 for international callers, using Conference ID: 3096235. To listen to a live webcast or a replay, please visit the investor relations section of the Company website at: <http://ir.reshapelifesciences.com/>.

## About ReShape Lifesciences Inc.

ReShape Lifesciences™ is a medical device company focused on technologies to treat obesity and metabolic diseases. The FDA-approved LAP-BAND® Adjustable Gastric Banding System is designed to provide minimally invasive long-term treatment of severe obesity and is an alternative to more invasive surgical stapling procedures such as the gastric bypass or sleeve gastrectomy. The ReShape Vest™ 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.

## 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 the Lap-Band system, including the risk of default under our security agreement with Apollo Endosurgery entered into in connection with the transaction; our ability to continue as a going concern if we are unable to improve our operating results or obtain additional financing; risks related to ownership of our securities as a result of our delisting from the Nasdaq Capital Market; our proposed ReShape Vest product may not be successfully developed and commercialized; our limited history of operations; our losses since inception and for the foreseeable future; our limited commercial sales experience; the competitive industry in which we operate; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for our ReShape Vest and any modifications to our vBloc system and LAP-BAND system; physician adoption of our products; 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 our annual report on Form 10-K filed April 2, 2018 and subsequent quarterly reports on Form 10-Q. 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, except as required by law.

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