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): December 11, 2024

RESHAPE LIFESCIENCES INC.

(Exact name of registrant as specified in its charter)

Delaware	**1-37897**	**26-1828101**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

18 Technology Drive, Suite 110, Irvine, CA	**92618**
(Address of principal executive offices)	(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	**Trading Symbol**	**Name of Exchange on which Registered**
Common stock, $0.001 par value per share	RSLS	The Nasdaq Capital Market

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 7.01 Regulation FD Disclosure.

Representatives of ReShape Lifesciences Inc. (the "Company") and Vyome Therapeutics, Inc. intend to make presentations at investor conferences and in other forums and these presentations may include the information contained in Exhibit 99.1 attached to this Current Report on Form 8-K. A copy of the presentation slides containing such information that may be disclosed by the Company is attached as Exhibit 99.1 to this report and the information set forth therein is incorporated herein by reference and constitutes a part of this report.

The Company is furnishing the information contained in Exhibit 99.1 pursuant to Regulation FD and Item 7.01 of Form 8-K promulgated by the Securities and Exchange Commission ("SEC"). This information shall not be deemed to be "filed" with the SEC for the 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, except as expressly set forth by specific reference in such filing.

The information contained in Exhibit 99.1 is summary information that is intended to be considered in the context of the Company's SEC filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in Exhibit 99.1, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure. By filing this report and furnishing this information, the Company makes no admission as to the materiality of any information contained in this report, including Exhibit 99.1.

Additional Information

In connection with the proposed merger with Vyome Therapeutics, Inc. (the "Merge") and sale of assets to Biorad Medisys of an affiliate thereof (the "Asset Sale"), ReShape plans to file with the Securities and Exchange Commission (the "SEC") and mail or otherwise provide to its stockholders a joint proxy statement/prospectus and other relevant documents in connection with the proposed Merger and Asset Sale. Before making a voting decision, ReShape's stockholders are urged to read the joint proxy statement/prospectus and any other documents filed by ReShape with the SEC in connection with the proposed Merger and Asset Sale or incorporated by reference therein carefully and in their entirety when they become available because they will contain important information about ReShape, Vyome and the proposed transactions. Investors and stockholders may obtain a free copy of these materials (when they are available) and other documents filed by ReShape with the SEC at the SEC's website at www.sec.gov, at ReShape's website at www.reshapelifesciences.com, or by sending a written request to ReShape at 18 Technology Drive, Suite 110, Irvine, California 92618, Attention: Corporate Secretary.

Participants in the Solicitation

This document does not constitute a solicitation of proxy, an offer to purchase or a solicitation of an offer to sell any securities of ReShape and its directors, executive officers and certain other members of management and employees may be deemed to be participants in soliciting proxies from its stockholders in connection with the proposed Merger and Asset Sale. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of ReShape's stockholders in connection with the proposed Merger and Asset Sale will be set forth in joint proxy statement/prospectus if and when it is filed with the SEC by ReShape and Vyome. Security holders may obtain information regarding the names, affiliations and interests of ReShape's directors and officers in ReShape's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the SEC on April 1, 2024. To the extent the holdings of ReShape securities by ReShape's directors and executive officers have changed since the amounts set forth in ReShape's proxy statement for its most recent annual meeting of stockholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding these individuals and any direct or indirect interests they may have in the proposed Merger and Asset Sale will be set forth in the joint proxy statement/prospectus when and if it is filed with the SEC in connection with the proposed Merger and Asset Sale, at ReShape's website at www.reshapelifesciences.com.

Forward-Looking Statements

Certain statements contained in this filing may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the Merger and Asset Sale and the ability to consummate the Merger and Asset Sale. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and ReShape undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: (1) ReShape may be unable to obtain stockholder approval as required for the proposed Merger and Asset Sale; (2) conditions to the closing of the Merger or Asset Sale may not be satisfied; (3) the Merger and Asset Sale may involve unexpected costs, liabilities or delays; (4) ReShape's business may suffer as a result of uncertainty surrounding the Merger and Asset Sale; (5) the outcome of any legal proceedings related to the Merger or Asset Sale; (6) ReShape may be adversely affected by other economic, business, and/or competitive factors; (7) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement or Asset Purchase Agreement; (8) the effect of the announcement of the Merger and Asset Purchase Agreement on the ability of ReShape to retain key personnel and maintain relationships with customers, suppliers and others with whom ReShape does business, or on ReShape's operating results and business generally; and (9) other risks to consummation of the Merger and Asset Sale, including the risk that the Merger and Asset Sale will not be consummated within the expected time period or at all. Additional factors that may affect the future results of ReShape are set forth in its filings with the SEC, including ReShape's most recently filed Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available on the SEC's website at www.sec.gov, specifically under the heading "Risk Factors." The risks and uncertainties described above and in ReShape's most recent Annual Report on Form 10-K are not exclusive and further information concerning ReShape and its business, including factors that potentially could materially affect its business, financial condition or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. Readers should also carefully review the risk factors described in other documents that ReShape files from time to time with the SEC. The forward-looking statements in these materials speak only as of the date of these materials. Except as required by law, ReShape assumes no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description	Method of Filing
99.1	Investor Presentation Slides	Furnished herewith
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document).	

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.

ENTEROMEDICS INC.

By: /s/ Paul F. Hickey
Paul F. Hickey
Chief Executive Officer

Dated: December 11, 2024

Vyome

A US-India healthcare platform with clinical-stage immuno-inflammation assets

PENDING MERGER $RSLS TO $HIND

CORPORATE PRESENTATION | DECEMBER 2024

VYOME THERAPEUTICS, INC. (“Vyome”)

Any statements contained in this presentation that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as “believe,” “expect,” “may,” “plan,” “potential,” “will,” and similar expressions, and are based on Vyome’s current beliefs and expectations. These forward-looking statements include expectations regarding Vyome’s development of its drug candidates, including the timing of its clinical trials and regulatory submissions. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Risks and uncertainties that may cause actual results to differ materially include uncertainties inherent in the conduct of clinical trials, Vyome's reliance on third parties over which it may not always have full control, public health crises, epidemics and pandemics such as the COVID-19 pandemic, including its impact on the timing of Vyome’s regulatory and research and development activities, Any forward-looking statements speak only as of the date of this presentation and are based on information available to Vyome as of the date of this presentation. and Vyome assumes no obligation to, and does not intend to, update any forward-looking statements, whether as a result of new information, future events or otherwise.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and other data about our industry. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk. References to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report, surveys or article is not incorporated by reference in this presentation.

Vyome is building a 3-pillared healthcare platform in the US-India innovation corridor

.We intend to list on Nasdaq via reverse merger with $RSLS under the ticker $HIND

We have invested nearly a decade and millions of dollars to build a set of immuno-inflammatory assets with several 12-24 month catalysts

DID YOU KNOW...

HIND

an ancient name for India

$125B+ by 2028*

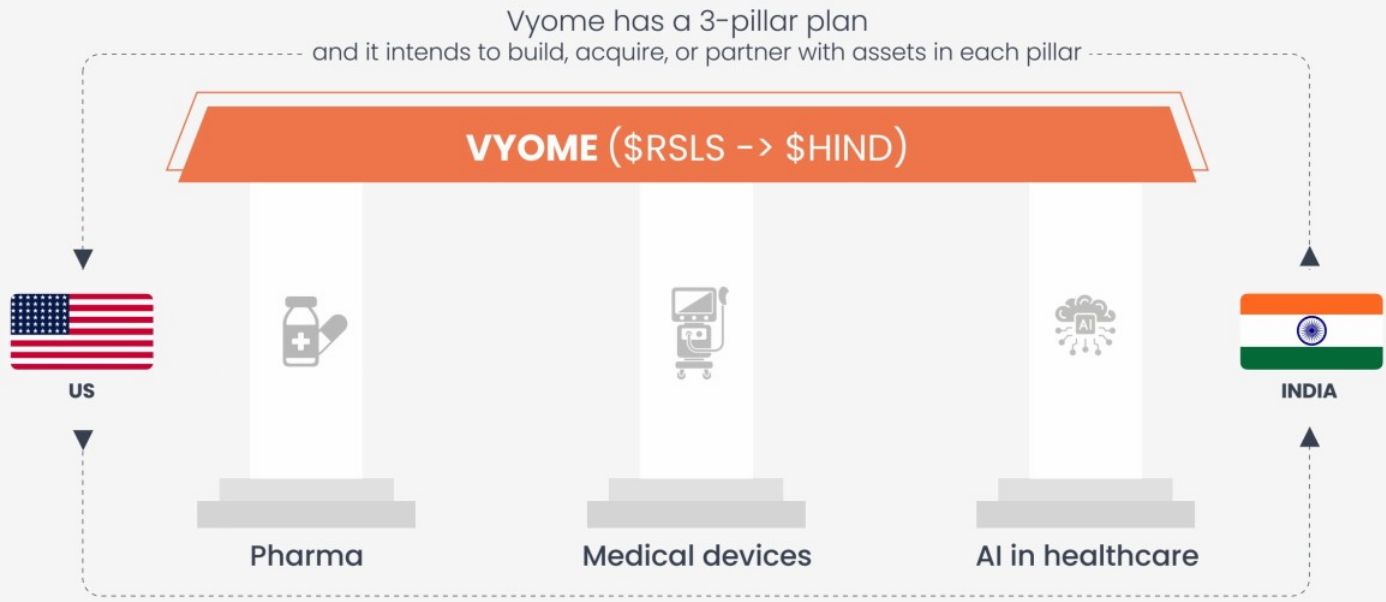
The immuno-inflammatory market is expected to be

Cambridge, MA HQ

Home to MIT and Harvard

Allied Market Research – Anti-Inflammatory Therapeutics Market Review

At Vyome, we are passionate about **transforming healthcare** based on world-class science & talent leveraging the **US-India innovation corridor**



Why invest in **Vyome?**

We believe we would be the **first venture-backed Indo-US biopharma** to list on the Nasdaq

US-India special relationship and our positioning unlocks significant capital markets and innovation opportunity

- Act on **emerging health tech opportunities** through **deal-making**
- Create **cost arbitrage** opportunities for capital efficiency
- **Access capital markets** looking for plays on US/India innovation

Ambassador Frank Wisner

Former US Ambassador to India &
Vyome Board Member to-be

Narendra Modi
@narendramodi

Heartiest congratulations my friend @realDonaldTrump on your historic election victory. As you build on the successes of your previous term, I look forward to renewing our collaboration to further strengthen the India-US Comprehensive Global and Strategic Partnership. Together, let's work for the betterment of our people and to promote global peace, stability and prosperity.

3:16 AM · Nov 6, 2024 · **45.2M** Views

CSIS | CENTER FOR STRATEGIC & INTERNATIONAL STUDIES

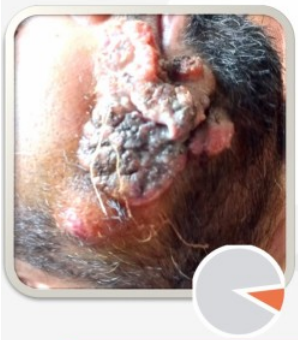
The Strategic Convergence of the U.S.-India Innovation Partnership

The current biotech assets offer a low-risk way to **unlock significant value over the next 12-24 months**

Vyome assets	Market size	Capital required	Potential value inflection timeline
Malignant Fungating Wound	**$2.5B**[1]	**$6M**	**2027** (pivotal data)
Uveitis (steroid replacement)	**$2.6B**[2] by 2032	**$3M**	**2026** Phase 1
Inflammatory acne*	**$6.0B**[3] by 2028*	-	**2025** Potential partnership deal

1 Based on 60-100K patients in U.S. (10% of ~600K cancer deaths per year in U.S.), and 1M patients globally (10% of ~10M advanced cancer patients). Based on average of 5-15% incidence of cancer patients developing MFW (from The Microbiome, Malignant Fungating Wounds, and Palliative Care. Front. Cell. Infect. Microbiol., November 2019).
2. https://www.imarcgroup.com/uveitis-treatment-market
3. Total global acne market is forecasted to grow to $11.6B by 2028. https://www.marketdataforecast.com/market-reports/acne-medication-market
Inflammatory acne comprises over 50% of the acne market. https://www.verifiedmarketresearch.com/product/acne-medication-market/

Malignant Fungating Wound (MFW) is $1B/year unmet need with no approved drug; the latest data on Vyome's drug shows strong efficacy[1]



What is MFW?
MFW is a non-healing wound that occurs when cancer breaks through the skin, causing infection and inflammation. Patients suffer from extreme odor, pain, low self-esteem, and social isolation.

MFW afflicts ~10%* of terminal cancer patients & generates a strong odor that dramatically impairs quality of life and care for a patient's final years

* The Microbiome, Malignant Fungating Wounds, and Palliative Care. Front. Cell. Infect. Microbial., November 2019, EASED study (2023).

60,000[2] new patients/year

$10–20K[3] lifetime value per patient

~$1B[4]**/year**
US market opportunity

No approved drug and thus potential orphan designation with faster track to development

Why is Vyome **best-positioned?**

New data released in December 2024 shows a **75%+ reduction in odor and 50%+ increase in quality of life**

Vyome's lead drug has the **right mechanism to treat the symptoms of MFW**

The company will actively engage with the FDA in 2025 as it plans an **efficient pivotal trial**

1. Investigator-initiated proof of concept phase 2 clinical study of VT-1953

2 The Microbiome, Malignant Fungating Wounds, and Palliative Care. Front. Cell. Infect. Microbial., November 2019, EASED study (2023) https://acsjournals.onlinelibrary.wiley.com/doi/10.3322/caac.21820

3. Average 60 days of treatment needed per patient (From Kuge et al, Jpn J Clin Oncol, 1995). Total cost per patient: $200 ×60 Days= $12,000.. $200 per d arrived at using the cost of an average gel tube cost and the amount of gel needed per day (Watanabe et al, Support Care Cancer, 2016; 24: 2583–2590, assuming average MFW size of 57cm² (Pen and Dai et al,J of Int. Med Res, 2019).

4. 60K patients multiplied by an average of $16K pricing will come at ~$1B

Vyome's 2 biotech asset areas form a pipeline **addressing large unmet markets**

Our strategy

Use an unmet orphan indication for low-risk and cost-efficient development to open larger opportunities

Topical inflammatory diseases

MFW

A DNA Gyr/MD2-TLR inhibitor

Pivotal studies in 2024

Potential FDA filing for MFW in 2027

~$9.5B by 2030[1] — Pressure sores

~$6B by 2028[3] — Inflammatory Acne

~$15.8B by 2032[2] — Diabetic foot ulcer

Steroid replacement for inflammatory ophthalmic diseases

Uveitis

IMPDH inhibitor

Phase 1 in Q3 2026

Potential FDA filing for uveitis in 2029

~$4.7B[a] by 2030 — Scleritis

~$13B[b] by 2030 — Dry-eye-disease

~$8.73B[c] by 2033 — Post-operative cataract surgery inflammation

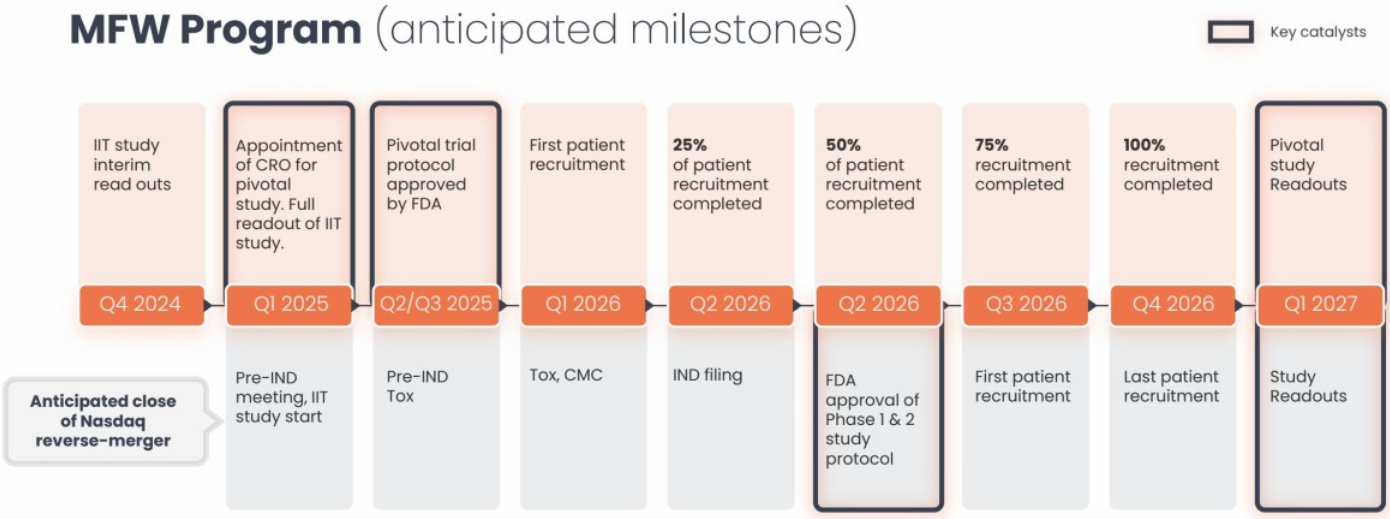
~$2.3B[d] by 2031 — Blepharitis

1. https://www.skyquest.com/report/pressure-ulcers-treatment-market#:~:text=Global%20Pressure%20Ulcers%20Treatment%20Market%20Insights,period%20(2023%2D2030).
2. https://www.gminsights.com/industry-analysis/diabetic-ulcers-treatment-market
3. Total global acne market is forecasted to grow to $11.6B by 2028. https://www.marketdataforecast.com/market-reports/acne-medication-market
Inflammatory acne comprises over 50% of the acne market. https://www.verifiedmarketresearch.com/product/acne-medication-market/

a. Market Research Future – Scleritis Market.
b. Fortune Business Insights – Dry Eye Syndrome Market.
c. Future Market Insights – Post Operative Cataract Surgery Inflammation Market.
d. Business Research Insights – Blepharitis Market Report.

Vyome is focused on unlocking multiple value inflection points from its core pharma assets over the next 12-24 months

MFW Program (anticipated milestones)



Uveitis Program (anticipated milestones)

Vyome has a compelling entry valuation, no debt,
and a narrative appealing to several types of investors

$120M
merger valuation

$400M+
market comparables valuation

$0M
debt

4
Themes investors allocate

Healthcare
India
Innovation
Global macro

Public Comparables | Inflammation & Immunology Market Players

Average Market Cap. of **$419M** (not including Immunovant)

	VYOME	INmuneBio	gossamerbio	prime medicine	alumis	Upstream bio	IMMUNOVANT
Lead Indication	Malignant fun gating wound	Metastatic Castrate Resistant Prostate Cancer	Pulmonary Arterial Hypertension	Chronic Granulomatous Disease (CGD)	Psoriasis	Severe Asthma, CRSwNP, & COPD	Myasthenia Gravis & Thyroid Eye Disease
Stage / Phase	Phase 2	Phase 1/2	Phase 2	Phase 1/2	Phase 2	Phase 2	Phase 3
Market Size	~$3B (Current)	~$13B (2023)	~$7B (2023)	~1.3B (2023)	~$25B (2023)	~7.5B (2023)	~$4B (2023)
Program Stages	2 clinical 1 pre-clinical	3 clinical 0 pre-clinical	1 clinical 0 pre-clinical	1 clinical 5 pre-clinical	3 clinical 2 pre-clinical	3 clinical 0 pre-clinical	4 clinical 1 pre-clinical
Market Cap ($MM)	$120 (1)	$134	$198	$529	$534	$1,271	$4,314

Denotes aspirational comparable company

Notes: Stage / Phase, Modality, and Market Size refer to that of the Company's Lead Program / Platform.
1) Vyome market capitalization is based on the implied value attributed to the Company in the reverse merger process.

Additional sources: Company websites, press releases, presentations, reports, and filings, FactSet market data as of 11/01/2024.

Precedent M&A Comparables

Acquired Inflammation & Immunology Market Players

Average Market Cap. of **$2.8B** (includes Morphic, DICE, Alpine, Arena, Prometheus) and Transaction Price of **$482M** (includes Landos and Escient)

	VYOME	LANDOS BIOPHARMA	escient pharmaceuticals	MORPHIC	DICE	ALPINE immunosciences	ARENA PHARMACEUTICALS	Prometheus Biosciences
Lead Indication	Malignant fun gating wound	Ulcerative colitis	Atopic dermatitis	Inflammatory bowel disease	Psoriasis	Systemic lupus erythematosus	Ulcerative colitis	Inflammatory bowel disease
Stage / Phase	Phase 2	Phase 2	Phase 2	Phase 2	Phase 2	Phase 2	Phase 3	Phase 2
Market Size	~$3B (Current)	~$9B (2031)	~$9.3B (2023)	~$30B (Current)	~$25B (2023)	~$3B (2025)	~$9B (2031)	~$30B (Current)
Program Stages	2 clinical 1 pre-clinical	1 clinical 3 pre-clinical	2 clinical 0 pre-clinical	1 clinical 0 pre-clinical	1 clinical 3 pre-clinical	2 clinical 2 pre-clinical	4 clinical 1 pre-clinical	1 clinical 0 pre-clinical
Market Cap ($MM) (1)	$120 (2)	$213 (3)	$750 (4)	$1,595	$1,616	$2,553	$3,063	$5,419

Denotes private company at time of acquisition

Notes: 1) Represents the market capitalizations on the trading day before it was announced that each respective company was to be acquired, unless otherwise noted. 2) Vyome market capitalization is based on the implied value attributed to the Company in the reverse merger process. 3) Landos Biopharma's market capitalization represents the aggregate transaction value of the Company's pending acquisition by AbbVie at $20.42 per share in cash upon closing (~$137.5MM) plus one non-tradable contingent value right per share with a value of up to $11.14 per share (an additional ~$75MM), subject to the achievement of a clinical development milestone. 4) Escient Pharmaceutical's market capitalization represents the aggregate transaction cost that Incyte acquired the Company and its assets for plus its net cash remaining at the close of the transaction, subject to customary adjustments.

Additional sources: Company websites, press releases, presentations, reports, and filings, FactSet market data.

Vyome has an ideal team to execute its plan

Deep expertise in building and scaling companies; scientific thought leaders in drug development; extensive US-India crossborder experience

Dr. S Sengupta, Ph.D

Co-Founder

Associate Prof. of Medicine, **Harvard Medical School**

Expert in drug discovery

AIIMS Gold Medalist

Board member of **Famygen**, acquired by Viatris for $300M

Harvard Medical School | Massachusetts Institute of Technology

Venkat Nelabhotla

CEO & Co-Founder

25+ yrs of business experience

Led and scaled $1+ billion companies in the healthcare & life sciences space

Ex-CEO at Emami
$2.5B company

SHANTHA A SANOFI COMPANY | emami

Krishna Gupta

Chairman

CEO of Remus Capital

Contrarian investor at **Presto, Allurion, EquipmentShare, Ginger**

Experienced at **McKinsey & JPM**

2 BS degrees from **MIT**

REMUS CAPITAL | Massachusetts Institute of Technology

Mohanjit Jolly

Board Member

Founding partner at **Iron Pillar**

Served as a Partner at **Draper Fisher Jurvetson for 9 years**

Partner at **Garage Tech Ventures**

Board of The **SETI Institute**

MBA from The Anderson School, B.S. and M.S. from MIT

IRON PILLAR | Massachusetts Institute of Technology

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