

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [RSLs]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/16/2020		P		100	A	\$3.75	5,312,100	D ⁽¹⁾	
Common Stock	09/16/2020		P		0	A	\$0	5,312,100	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series G Warrants	(5)	09/14/2020		J ⁽⁵⁾		1,200,000		09/14/2020	09/14/2025	COMMON STOCK	1,200,000	(5)	1,200,000	D ⁽¹⁾	
Series G Warrants	(5)	09/14/2020		J ⁽⁵⁾		0		09/14/2020	09/14/2025	COMMON STOCK	0	(5)	1,200,000	I	See Footnote ⁽¹⁾
Series G Warrants	(2)							03/25/2020	03/25/2025	COMMON STOCK	1,200,000		1,200,000	D ⁽¹⁾	
Series G Warrants	(2)							03/25/2020	03/25/2025	COMMON STOCK	0		1,200,000	I	See Footnote ⁽¹⁾
Series E Warrants	(3)							09/23/2019	11/12/2020	COMMON STOCK	2,625,000		2,625,000	D ⁽¹⁾	
Series E Warrants	(3)							09/23/2019	11/12/2020	COMMON STOCK	0		2,625,000	I	See Footnote ⁽¹⁾
Series A Warrants	(4)							06/18/2019	11/12/2024	COMMON STOCK	2,625,000		2,625,000	D ⁽¹⁾	
Series A Warrants	(4)							06/18/2019	11/12/2024	COMMON STOCK	0		2,625,000	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person*
ARMISTICE CAPITAL, LLC
 (Last) (First) (Middle)
510 MADISON AVENUE, 7TH FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Armistice Capital Master Fund Ltd.
 (Last) (First) (Middle)
C/O DMS CORPORATE SERVICES LTD.
20 GENESIS CLOSE, P.O. BOX 314
 (Street)
GRAND CAYMAN E9 KY1-1104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
Boyd Steven		
(Last)	(First)	(Middle)
C/O ARMISTICE CAPITAL, LLC		
510 MADISON AVENUE, 7TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

Explanation of Responses:

1. The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"), and may be deemed to be indirectly beneficially owned by: (i) Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

2. The Issuer issued to the Master Fund these Series G Warrants (the "Existing Series G Warrants") in connection with a credit agreement entered into between the Issuer and the Master Fund on March 25, 2020, as amended on March 31, 2020 (the "Credit Agreement"). The exercise price for each Existing Series G Warrant is the lesser of: (i) \$3.70 per share of the Issuer's common stock (collectively, the "Shares"); or (ii) the average of the two lowest volume weighted average prices for the Shares during the 10 trading days immediately prior to the exercise date, subject to adjustment pursuant to the terms of the Series G Common Stock Purchase Warrant dated March 25, 2020.

3. The exercise price of each Series E Warrant is \$0.05 per Share, subject to adjustment pursuant to the terms of the Series E Warrants.

4. The exercise price for each Series A Warrant is \$0.022 per Share, subject to adjustment pursuant to the terms of the Series A Warrants.

5. The Issuer issued to the Master Fund these Series G Warrants (the "New Series G Warrants") in connection with a second amendment to the Credit Agreement entered into between Issuer and the Master Fund on September 14, 2020. The exercise price for each New Series G Warrant is \$3.25 per Share, subject to adjustment pursuant to cashless exercise provisions and other terms set forth in the Series G Common Stock Purchase Warrant dated September 14, 2020.

[Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member](#) [09/16/2020](#)

[Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director](#) [09/16/2020](#)

[/s/ Steven Boyd](#) [09/16/2020](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.