
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ReShape Lifesciences Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

76090R309

(CUSIP Number)

Mikhail Gurevich
Dominion Capital LLC, 256 W. 38th Street, 15th Floor
New York, NY, 10018
(212) 785-4680

David E. Danovitch, Esq.
Sullivan & Worcester LLP, 1633 Broadway - 32nd Floor
New York, NY, 10019
(212) 660-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/27/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 76090R309

Dominion Capital LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF, WC, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

CONNECTICUT

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

78,307.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

78,307.00

Aggregate amount beneficially owned by each reporting person

11

78,307.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

9.9 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 76090R309

Name of reporting person

1

Dominion Capital GP LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

WC, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person 8 0.00
9 Shared Voting Power
10 78,307.00
Sole Dispositive Power
With: 9 0.00
10 Shared Dispositive Power
11 78,307.00
Aggregate amount beneficially owned by each reporting person
12 78,307.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
13
Percent of class represented by amount in Row (11)
14 9.9 %
Type of Reporting Person (See Instructions)
OO

SCHEDULE 13D

CUSIP No. 76090R309

1 Name of reporting person
Dominion Capital Holdings LLC
Check the appropriate box if a member of a Group (See Instructions)
2 (a)
 (b)
3 SEC use only
4 Source of funds (See Instructions)
WC, OO
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person 7 Sole Voting Power
8 0.00
9 Shared Voting Power
10 78,307.00
Sole Dispositive Power
With: 9 0.00
10 Shared Dispositive Power

78,307.00

Aggregate amount beneficially owned by each reporting person

11

78,307.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

9.9 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 76090R309

Name of reporting person

1

Ascent Partners Fund LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

8

78,307.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

78,307.00

Aggregate amount beneficially owned by each reporting person

11

78,307.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

9.9 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 76090R309

1 Name of reporting person
Mikhail Gurevich
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES
Sole Voting Power
7 0.00
Number of Shares Beneficially Owned by Each Reporting Person With:
8 Shared Voting Power 78,307.00
9 Sole Dispositive Power 0.00
10 Shared Dispositive Power 78,307.00
Aggregate amount beneficially owned by each reporting person

11 78,307.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 9.9 %
Type of Reporting Person (See Instructions)

14 IN, HC

SCHEDULE 13D

CUSIP No. 76090R309

1 Name of reporting person
Gennadiy Gurevich
2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

78,307.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

78,307.00

Aggregate amount beneficially owned by each reporting person

11 78,307.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 9.9 %

Type of Reporting Person (See Instructions)

14 IN, HC

SCHEDULE 13D

CUSIP No. 76090R309

Name of reporting person

1 Alon Brenner

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Number of Shares	7	Sole Voting Power
Beneficially Owned by Each Reporting Person	0.00	
With:	8	Shared Voting Power
	78,307.00	
	9	Sole Dispositive Power
	0.00	
	10	Shared Dispositive Power
	78,307.00	

Aggregate amount beneficially owned by each reporting person

78,307.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

9.9 %

Type of Reporting Person (See Instructions)

IN, HC

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.001 per share

Name of Issuer:

(b)

ReShape Lifesciences Inc.

Address of Issuer's Principal Executive Offices:

(c)

18 Technology Drive, Suite 110, Irvine, CALIFORNIA , 92618.

Item 2. Identity and Background

This Schedule 13D is being filed by (i) Dominion Capital LLC, a Connecticut limited liability company

("Dominion"), (ii) Dominion Capital GP LLC, a Delaware limited liability company ("Dominion GP"), (iii)

(a)

Dominion Capital Holdings LLC, a Delaware limited liability company ("Dominion Holdings"), (iv) Ascent Partners Fund LLC, a Delaware limited liability company ("Ascent"), (v) Mikhail Gurevich, (vi) Gennadiy Gurevich, and (vii) Alon Brenner (collectively, the "Reporting Persons").

(b)

The principal business address of each of the Reporting Persons is 256 W. 38th Street, 15th Floor, New York, NY 10018.

(c)

The principal business of Ascent is to make and hold investments. Ascent is a subsidiary of Dominion. Ascent has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its parent, Dominion. Dominion has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it and Ascent, which power may be exercised by Dominion's manager, Dominion GP. Dominion Holdings is the manager of Dominion GP. Each of the managing members of Dominion Holdings, Mikhail Gurevich and Gennadiy Gurevich, has shared power to vote and/or dispose of the shares of Common Stock beneficially owned by Ascent, Dominion, Dominion GP and Dominion Holdings. As managing member of Ascent, Alon Brenner has the power to dispose of the shares of Common Stock beneficially owned by Ascent. Neither Mikhail Gurevich, Gennadiy Gurevich nor Alon Brenner directly owns such shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each of Mikhail Gurevich, Gennadiy Gurevich and Alon Brenner may be deemed to beneficially own the shares of Common Stock which are beneficially owned by each of Ascent, Dominion, Dominion GP and Dominion Holdings. Dominion Holdings may be deemed to beneficially own the shares of Common Stock which are beneficially owned by each of Ascent, Dominion and Dominion GP, and Dominion GP may be deemed to beneficially own the shares of Common Stock which are beneficially owned by Ascent and Dominion, and Dominion may be deemed to beneficially own the shares of Common Stock which are beneficially owned by Ascent.

(d) During the last five years, neither the Reporting Persons (or a controlling entity thereof) nor any managing member or other member of any of the Reporting Persons (or a controlling entity thereof) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, neither the Reporting Persons (or a controlling entity thereof) nor any managing member or other member of any of the Reporting Persons (or a controlling entity thereof) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Mikhail Gurevich, Gennadiy Gurevich and Alon Brenner is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The amount of funds used by the Reporting Persons in acquiring the Common Stock beneficially owned by them are described in further detail in Item 4 of this Schedule 13D, which disclosure is hereby incorporated by reference in its entirety into this Item 3. The source of these funds was the working capital of Dominion.

Item 4. Purpose of Transaction

Dominion, through Ascent, acquired the Common Stock, as further described below, for investment purposes. On October 16, 2024, Ascent and the Issuer entered into a securities purchase agreement (the "Securities Purchase Agreement") pursuant to which the Issuer issued to Ascent (i) a senior secured convertible promissory note in the aggregate original principal amount of \$833,333.34 (the "Note"), and (ii) 7,983 shares of Common Stock as commitment shares (the "Note Commitment Shares"). In connection with the Securities Purchase Agreement, the subsidiaries of the Issuer (the "Subsidiaries") agreed to guarantee the obligations of the Issuer under the Note (the "Guaranty"). The Note is fully secured by collateral of the Issuer and the Subsidiaries, which security is memorialized in a security agreement (the "Security Agreement") entered into by the Issuer and Ascent, as collateral agent. The Issuer and Ascent also entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which the Issuer agreed to register the shares of Common Stock issuable upon conversion of the Note (the "Conversion Shares"). In addition, the Issuer entered into a leak-out agreement with Ascent (the "Leak-Out Agreement") pursuant to which Ascent agreed not to dispose of or otherwise transfer, in the aggregate, more than 10% of the composite daily trading volume of the Common Stock. The directors and officers agreed, also in connection with the Securities Purchase Agreement, to enter into lock-up Agreements (the "Lock-Up Agreements") pursuant to which each agreed not to offer, sell, contract to sell, or otherwise dispose of any shares of Common Stock of the Issuer while Ascent held either the Note or any Conversion Shares. Pursuant to the Note, the Issuer is prohibited from effecting a conversion of any principal or interest on the Note into shares of Common Stock if those shares, when aggregated with all other shares of Common Stock then beneficially owned by the Ascent, would result in the Ascent beneficially owning more than 4.99% of the then total outstanding shares of Common Stock, however, Ascent has the ability to, upon 61 days notice, increase this beneficial ownership limitation to 9.99%. On December 19, 2024, Ascent and the Issuer entered into an equity purchase agreement (the "Equity Purchase Agreement") pursuant to which the Issuer may sell to Ascent, from time to time, up to \$5,000,000 worth of Common Stock. As a commitment fee, the Issuer issued to Ascent (i) 17,300 shares of Common Stock (the "ELOC Commitment Shares), and (ii) a pre-funded warrant to purchase up to 21,015 shares of Common Stock (the "Pre-Funded Warrant"). Pursuant to the Equity Purchase Agreement, Ascent agreed, with respect to up to 25,283 shares (or such greater number not to exceed 4.99% of the outstanding voting power or number of shares of Common Stock), to (a) vote in favor of the transactions contemplated by that certain merger agreement, dated as of July 8, 2024, by and among the Issuer, Vyome Therapeutics, Inc. and Raider Lifesciences Inc. (the "Merger Agreement"), (b) vote against any proposals that would materially impede the transactions contemplated by the Merger Agreement or any other transaction proposal, and (c) not sell or transfer any such shares of Common Stock prior to the record date of such stockholder meeting. Pursuant to the Equity Purchase Agreement, the Issuer is prohibited from effecting a sale and an issuance of any Common Stock to Ascent if those shares, when aggregated with all other shares of Common Stock then beneficially owned by the Ascent, would result in the Ascent beneficially owning more than 9.99% of the then total outstanding shares of Common Stock. Similar to the Note, the Issuer is prohibited from issuing shares of Common Stock pursuant to an exercise of the Pre-Funded Warrant if those shares, when aggregated with all other shares of Common Stock then beneficially owned by the Ascent, would result in the Ascent beneficially owning more than 4.99% of the then total outstanding shares of Common Stock, however, Ascent has the ability to, upon 61 days notice, increase this beneficial ownership limitation to 9.99%. On December 27, 2024, Ascent provided notice to the Issuer (the "Notice") that it would be increasing the beneficial ownership limitation of both the Pre-Funded Warrant and Note to 9.99%. Pursuant to the Notice, effective on February 26, 2025, the Issuer shall be permitted to issue Ascent shares of Common Stock upon conversion of the Note and exercise the Pre-Funded Warrant up to an aggregate maximum of 9.99% of the then outstanding shares of Common Stock when aggregated with all other shares of Common Stock then beneficially owned by the Ascent.

Item 5. Interest in Securities of the Issuer

The number and percentage of the Ordinary Shares beneficially owned by each Reporting Person assumes that there were 758,978 Ordinary Shares issued and outstanding as of the date of this Schedule 13D, consisting of (i) 712,680 shares of Common Stock issued and outstanding as of December 3, 2024, as reported by the Issuer in its registration statement on Form S-1 (file No. 333-283952), as filed with the Securities and Exchange Commission (the "SEC") on December 20, 2024, (ii) 7,983 Note Commitment Shares, (iii) 17,300 ELOC Commitment Shares, and (iv) 21,015 shares of Common Stock underlying the Pre-Funded Warrants, which are exercisable within 60 days.

(a) As of the date of this Schedule 13D, Ascent directly held (i) 25,283 shares of Common Stock and (ii) a Pre-Funded Warrant exercisable for up to an aggregate of 21,015 shares of Common Stock at \$0.001 per share, subject to the

9.9% beneficial ownership limitation provision in the Pre-Funded Warrant, representing approximately 6.1% of the outstanding Ordinary Shares. Ascent is a subsidiary of Dominion. Dominion GP is the manager of Dominion and Dominion Holdings, Mikhail Gurevich, Gennadiy Gurevich and Alon Brenner are the managers of Dominion GP. As such, these persons may be deemed to beneficially own, and have shared voting and dispositive power with Ascent over these shares of Common Stock, including those underlying the Pre-Funded Warrant held by Ascent.

(c) Ascent is a subsidiary of Dominion. Alon Brenner and Dominion are managing members of Ascent. Dominion GP is the manager of Dominion and Dominion Holdings is the manager of Dominion GP. Mikhail Gurevich and Gennadiy Gurevich are the managers of Dominion Holdings.

(d) Other than the Reporting Persons, and except as set forth in this Schedule 13D, no other person is known to have the right to receive, or the power to direct the receipt of, dividends from or proceeds from the sale, of the Securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

As discussed in Item 4 of this Schedule 13D, Ascent and the Issuer are parties to (a) the Securities Purchase Agreement, (b) the Equity Purchase Agreement, (c) the Registration Rights Agreement, (d) the Security Agreement, (e) the Leak-Out Agreement, and (f) the Note. Additionally, as discussed in Item 4 of this Schedule 13D, the Issuer is a party to the Pre-Funded Warrant and certain shares of Common Stock issuable upon exercise of the Pre-Funded Warrant beneficially owned by the Reporting Persons is subject to the terms and conditions of the Pre-Funded Warrant. The disclosure in Item 4 of this Schedule 13D with respect all such agreements and notes are incorporated herein by reference. The description of the Securities Purchase Agreement, Equity Purchase Agreement, Note, Registration Rights Agreement, Security Agreement, Guaranty, Lock-Up Agreement, Leak-Out Agreement and Pre-Funded Warrant are qualified in their entirety by reference to the forms and full text of such agreements, as applicable, which are filed as set forth in Item 7 of this Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Form of Securities Purchase Agreement, dated as of October 16, 2024, by and between the Issuer and Ascent (incorporated by reference to Exhibit 10.1 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.3 - Form of Registration Rights Agreement, dated October 16, 2024, by and between the Issuer and Ascent (incorporated by reference to Exhibit 10.3 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.4 - Form of Security Agreement, dated October 16, 2024, by and between the Issuer and Ascent (incorporated by reference to Exhibit 10.4 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.5 - Form Guaranty, dated October 16, 2024 (incorporated by reference to Exhibit 10.5 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.6 - Form of Lock-Up Agreement, dated October 16, 2024 (incorporated by reference to Exhibit 10.6 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.7 - Form of Leak-Out Agreement, dated October 16, 2024 (incorporated by reference to Exhibit 10.7 the Issuer's Current Report on Form 8-K, filed with the SEC on October 17, 2024). Exhibit 99.8 - Form of Equity Purchase Agreement, dated as of December 19, 2024, by and between the Issuer and Ascent (incorporated by reference to Exhibit 10.1 the Issuer's Current Report on Form 8-K, filed with the SEC on December 27, 2024). Exhibit 99.9 - Pre-Funded Warrant to Purchase Shares of Common Stock of Reshape Lifesciences Inc. Exhibit 99.10 - Joint Filing Agreement, dated as of January 7, 2025, by and among the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dominion Capital LLC

Signature: /s/ Mikhail Gurevich
Name/Title: Mikhail Gurevich, Authorized Signatory
Date: 01/07/2025

Dominion Capital GP LLC

Signature: /s/ Mikhail Gurevich
Name/Title: Mikhail Gurevich, Authorized Signatory
Date: 01/07/2025

Dominion Capital Holdings LLC

Signature: /s/ Mikhail Gurevich
Name/Title: Mikhail Gurevich, Authorized Signatory
Date: 01/07/2025

Ascent Partners Fund LLC

Signature: /s/ Alon Brenner
Name/Title: Alon Brenner, Authorized Signatory

Date: 01/07/2025

Mikhail Gurevich

Signature: /s/ Mikhail Gurevich

Name/Title: Mikhail Gurevich

Date: 01/07/2025

Gennadiy Gurevich

Signature: /s/ Gennadiy Gurevich

Name/Title: Gennadiy Gurevich

Date: 01/07/2025

Alon Brenner

Signature: /s/ Alon Brenner

Name/Title: Alon Brenner

Date: 01/07/2025

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, the persons and entities named below agree to the joint filing on behalf of each of them of the foregoing Schedule 13D with respect to the shares of common stock, par value \$0.001 per share, of ReShape Lifesciences, Inc, and that all subsequent amendments to such Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned hereby further agree that this joint filing agreement be included as an exhibit to such Schedule 13D and that this joint filing agreement may be executed in any number of physical or electronically signed counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument. In evidence thereof, the undersigned, being duly authorized, have executed this joint filing agreement as of January 7, 2025.

DOMINION CAPITAL LLC

By: Dominion Capital GP LLC, its Manager

By: Dominion Capital Holdings LLC, its Manager

By: /s/ Mikhail Gurevich

Name: Mikhail Gurevich

Title: Authorized Signatory

ASCENT PARTNERS FUND LLC

By: /s/ Alon Brenner

Name: Alon Brenner

Title: Authorized Signatory

DOMINION CAPITAL GP LLC

By: Dominion Capital Holdings LLC, its Manager

By: /s/ Mikhail Gurevich

Name: Mikhail Gurevich

Title: Authorized Signatory

DOMINION CAPITAL HOLDINGS LLC

By: /s/ Mikhail Gurevich

Name: Mikhail Gurevich

Title: Authorized Signatory

/s/ Mikhail Gurevich

Mikhail Gurevich

/s/ Gennadiy Gurevich

Gennadiy Gurevich

/s/ Alon Brenner

Alon Brenner