

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 Weightloss 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>06/15/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		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	06/15/2021		J <sup>(1)</sup>		5,330,277	D	<sup>(1)</sup>	0	D <sup>(2)</sup>	
Common Stock	06/15/2021		J <sup>(1)</sup>		0	D	\$0	0	I	See Footnote <sup>(2)</sup>

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	Amount or Number of Shares				
Series A Warrants	\$0.022	06/15/2021		J <sup>(3)</sup>		2,625,000		<sup>(4)</sup>	11/12/2024	Common Stock	2,625,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Series A Warrants	\$0.022	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	11/12/2024	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Series E Warrants	\$0.05	06/15/2021		J <sup>(3)</sup>		2,625,000		<sup>(4)</sup>	11/12/2024	Common Stock	2,625,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Series E Warrants	\$0.05	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	11/12/2024	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Series G Warrants	\$3.25	06/15/2021		J <sup>(3)</sup>		1,200,000		<sup>(4)</sup>	09/14/2025	Common Stock	1,200,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Series G Warrants	\$3.25	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	09/14/2025	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Series G Warrants	\$3.7	06/15/2021		J <sup>(3)</sup>		1,200,000		<sup>(4)</sup>	03/25/2025	Common Stock	1,200,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Series G Warrants	\$3.7	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	03/25/2025	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Warrant	\$3.5	06/15/2021		J <sup>(3)</sup>		4,000,000		<sup>(4)</sup>	12/16/2025	Common Stock	4,000,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Warrant	\$3.5	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	12/16/2025	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Warrant	\$3.5	06/15/2021		J <sup>(3)</sup>		1,000,000		<sup>(4)</sup>	01/19/2026	Common Stock	1,000,000	<sup>(3)</sup>	0 <sup>(3)</sup>	D <sup>(2)</sup>	
Warrant	\$3.5	06/15/2021		J <sup>(3)</sup>		0		<sup>(4)</sup>	01/19/2026	Common Stock	0	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>

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)
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1. Name and Address of Reporting Person* <u>Armistice Capital Master Fund Ltd.</u>
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(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. These reported securities were disposed of pursuant to a merger between the Issuer, Obalon Therapeutics, Inc. ("Obalon") and Optimus Merger Sub, a wholly owned subsidiary of Obalon ("Merger Sub") that became effective on June 15, 2021 (the "Merger"). As a result of the Merger, Obalon was renamed ReShape Lifesciences Inc. ("Combined Company") and all of the reported securities were converted into securities of the Combined Company pursuant to the conversion ratio and all other terms contained in the Agreement and Plan of Merger, dated as of January 19, 2021, by and among the Issuer, Obalon, and Merger Sub (incorporated by reference to Exhibit 2.1 the Form 8-K filed by the Issuer with the SEC on June 15, 2021) (the "Merger Agreement").

2. The reported securities were directly held by the Master Fund. The reported securities may have been deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also have been deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Mr. Boyd disclaim beneficial ownership of the disposed securities except to the extent of their respective former pecuniary interests therein, and this report shall not be deemed an admission that either of them were 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.

3. These warrants became warrants to purchase shares of Combined Company's common stock as of the effective date of the Merger pursuant to the conversion ratio and all other terms of the Merger Agreement.

4. These warrants are currently exercisable and became warrants to purchase shares of Combined Company's common stock as of the effective date of the Merger pursuant to the conversion ratio and all other terms of the Merger Agreement.

Armistice Capital, LLC By: /s/

Steven Boyd, Managing

06/22/2021

Member

Armistice Capital Master Fund

Ltd. By: /s/ Steven Boyd,

06/22/2021

Director

/s/ Steven Boyd

06/22/2021

\*\* 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.