

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed by ReShape Lifesciences Inc. (the “Company”) on Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission, on October 10, 2023 the Company received a written notice (the “Initial Bid Price Notice”) from the Listing Qualifications department (the “Nasdaq Staff”) of The Nasdaq Stock Market (“Nasdaq”) indicating that the Company was not in compliance with the \$1.00 minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on The Nasdaq Capital Market. The Initial Bid Price Notice provided the Company with a compliance period of 180 calendar days in which to regain compliance.

On April 9, 2024, the Company received a written notice from the Nasdaq Staff that the Company has not regained compliance with the minimum \$1.00 bid price requirement. However, the Nasdaq Staff has determined that the Company is eligible for an additional 180 calendar period, or until October 7, 2024, to regain compliance. If at any time during this period the closing bid price of the Company’s common stock is at least \$1.00 per share for a minimum of 10 consecutive business days, the Nasdaq Staff will provide the Company with a written confirmation of compliance and the matter will be closed. If compliance cannot be demonstrated by October 6, 2024, the Nasdaq Staff will provide written notification that the Company’s common stock will be delisted. At that time, the Company may appeal the Nasdaq Staff’s determination to a Hearings Panel.

The Company intends to actively monitor its performance with respect to the listing standards and will consider available options to resolve the deficiency and regain compliance with the Nasdaq rules, including, if necessary, implementing a reverse stock split at a ratio within the range of 1-for-10 to 1-for-60 that was approved by the Company’s stockholders at the Company’s annual meeting of stockholders on February 23, 2024.

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/ Paul F. Hickey

Paul F. Hickey
Chief Executive Officer

Dated: April 10, 2024
