

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

ReShape Lifesciences Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

761123504
(CUSIP Number)

Daniel Radden
c/o Armistice Capital, LLC
510 Madison Avenue
7th Floor
New York, NY 10022
Telephone Number: 212-231-4930
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

September 23, 2019
(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 ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

761123504

CUSIP No. _____

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Armistice Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX 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

0

8. SHARED VOTING POWER

252,630,682

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

252,630,682

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,630,682

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

92.2%

14. TYPE OF REPORTING PERSON

IA, OO

761123504

CUSIP No.

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Armistice Capital Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

252,630,682

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

252,630,682

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,630,682

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

92.2%

14. TYPE OF REPORTING PERSON

CO

761123504

CUSIP No.

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Boyd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

252,630,682

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

252,630,682

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,630,682

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

92.2%

14. TYPE OF REPORTING PERSON

IN, HC

Item 1. Security and Issuer.

The name of the issuer is ReShape Lifesciences Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is 1001 Calle Amanecer, San Clemente, California 92673. This Amendment No. 1 to Schedule 13D relates to the Issuer's Common Stock, \$0.01 par value per share (the "Shares").

Item 2. Identity and Background.

(a), (f) The persons filing this statement are: (i) Armistice Capital, LLC, a Delaware limited liability company ("Armistice Capital"); (ii) Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund"); and (iii) Steven Boyd, a United States citizen ("Mr. Boyd", and collectively with Armistice Capital and the Master Fund, the "Reporting Persons").

(b), (c) Armistice Capital is an investment adviser registered with the Securities and Exchange Commission (the "SEC") that is principally engaged in the business of providing investment management services to private investment vehicles, including the Master Fund. The principal business address of Armistice Capital is 510 Madison Avenue, 7th Floor, New York, New York 10022.

The Master Fund is principally engaged in the business of investing in securities. The principal business address of the Master Fund is c/o dms Corporate Services Ltd., 20 Genesis Close, P.O. Box 314, Grand Cayman KY1-1104, Cayman Islands. The board of directors of the Master Fund consists of Steven Boyd, Kevin A. Phillip and Gregory S. Bennett.

Steven Boyd is the managing member of Armistice Capital and a director of the Master Fund. Mr. Boyd's business address is 510 Madison Avenue, 7th Floor, New York, New York 10022.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, 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.

Item 3. Source and Amount of Funds or Other Consideration.

The funds for the purchase of the 252,630,682 Shares and the warrants of the Issuer beneficially owned by the Reporting Persons came from the working capital of the Master Fund, which is the direct owner of such Shares and warrants. The net investment costs (including commissions, if any) of the Shares and the warrants of the Issuer beneficially owned by the Reporting Persons is approximately \$12,095,377.78. No borrowed funds were used to purchase the Shares or the warrants, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business.

Item 4. Purpose of Transaction.

On September 23, 2019, the Issuer and the Master Fund entered into a warrant exercise agreement (the “Warrant Exercise Agreement”) pursuant to which the Master Fund exercised all 315,000,000 of its Series B Warrants of the Issuer (collectively, the “Series B Warrants”) in exchange for: (i) 6,700,000 Shares; and (ii) 308,300,000 Series F Prefunded Warrants of the Issuer (collectively, the “Series F Prefunded Warrants”).

The Series F Prefunded Warrants have a perpetual term and are currently exercisable; provided, however, that until the effectuation date of a reverse stock split by the Issuer (the “Reverse Stock Split”), the Issuer is not required to issue upon exercise of the Series F Prefunded Warrants a number of Shares that, when aggregated with any other Shares issued: (i) pursuant to the Warrant Exercise Agreement and the securities purchase agreement entered into between the Issuer and the Master Fund on June 13, 2019 (the “Securities Purchase Agreement”); (ii) upon prior exercise of the warrants issued pursuant to the Warrant Exercise Agreement or the Securities Purchase Agreement; and (iii) pursuant to any warrants issued to any registered broker-dealer as a fee in connection with the issuance of Shares pursuant to the Securities Purchase Agreement or the Warrant Exercise Agreement, would exceed 231,430,682, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Shares that occur after the date of the Warrant Exercise Agreement. After the effectuation of the Reverse Stock Split, the Series F Prefunded Warrants will not be subject to any beneficial ownership limitation and therefore may be exercised, in whole or in part, at any time. The exercise price of each Series F Prefunded Warrant is \$0.001 per Share, subject to adjustment pursuant to the terms of the Series F Prefunded Warrants.

Pursuant to the Warrant Exercise Agreement, the Issuer also issued to the Master Fund 315,000,000 Series E Warrants of the Issuer (collectively, the “Series E Warrants”) as consideration for the Master Fund’s agreement to exercise all of its Series B Warrants. The Series E Warrants are currently exercisable; provided, however, that the Series E Warrants are subject to blocker provision that prevents the Master Fund from exercising the Series E Warrants if it would be more than a 9.99% beneficial owner of the Shares following any such exercise. The exercise price of each Series E Warrant is \$0.05, subject to adjustment pursuant to the terms of the Series E Warrants. The term of the Series E Warrants is one year following the effectuation of the Reverse Stock Split.

In connection with the Warrant Exercise Agreement, the Issuer and the Master Fund also entered into an amended and restated registration rights agreement (the “Registration Rights Agreement”), pursuant to which the Issuer agreed to file a registration statement (“Registration Statement”) with the SEC within 60 days after the date of the Warrant Exercise Agreement in order to register: (i) the Shares acquired by the Master Fund pursuant to the Securities Purchase Agreement, as well as the Shares issuable upon exercise of the warrants issued thereunder; and (ii) the Shares acquired by the Master Fund pursuant to the Warrant Exercise Agreement, as well as the Shares issuable upon exercise of the Series F Prefunded Warrants and Series E Warrants. The Issuer also agreed to use its best efforts to cause the Registration Statement to be declared effective within 90 days after the date of the Warrant Exercise Agreement, or, in the event of a “full review” by the SEC, within 120 days after the date of the Warrant Exercise Agreement.

Pursuant to the Securities Purchase Agreement, the Master Fund has agreed to vote all of its Shares, by written consent or at a meeting, as of the applicable record date in favor of the Reverse Stock Split.

The foregoing was a summary of certain material terms of the: (i) Warrant Exercise Agreement; (ii) Series F Prefunded Warrants; (iii) Series E Warrants; (iv) Registration Rights Agreement; and (v) Securities Purchase Agreement. The foregoing descriptions are not, and do not purport to be, complete and, except as otherwise described above, are qualified in their entirety by reference to the full text of the forms of those documents, which have been filed as Exhibits B, C, D, E and F, respectively, and are incorporated herein by reference.

The Reporting Persons purchased the Shares for investment in the ordinary course of their investment activities based on the Reporting Persons’ belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer’s financial position, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, participating on the Issuer’s board of directors (the “Board”), engaging in communications with management and/or the Board, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons’ investment, reshaping the Issuer’s corporate strategy, recommending business development transactions, proposing changes to management, operations and the structure of the Board (including the composition of the Board), purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Except as otherwise set forth herein, the Reporting Persons do not have any present plans or proposals which would relate to, or result in, the matters set forth in subparagraphs (a) – (j) of Item 4 of Schedule 13D. However, subject to market conditions and in compliance with applicable securities laws, the Reporting Persons reserve the right, at a later date, to effect one or more of such changes or transactions in the number of Shares they may be deemed to beneficially own in open-market or privately negotiated transactions, on such terms and at such times as the Reporting Persons may deem advisable.

Item 5. Interest in Securities of the Issuer.

- (a) - (d) As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 252,630,682 Shares, constituting 92.2% of the Shares, based upon 273,885,915 Shares outstanding as of the date hereof, as adjusted for warrants of the Issuer beneficially owned by the Reporting Persons. Each of the Reporting Persons has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 252,630,682 Shares. Each of the Reporting Persons has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 252,630,682 Shares.

The transactions in the Shares by the Reporting Persons during the past sixty days that were not described in Item 4 above are set forth on Exhibit B. All of the reported transactions set forth on Exhibit B were conducted on the open market.

- (e) N/A
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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 4 above is incorporated by reference in its entirety in this Item 6. The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to securities of the Issuer that is not described in: (i) this Item 6; (ii) Item 4 above; (iii) attached hereto and/or incorporated herein by reference; and/or (iv) described in the initial Schedule 13D filed by the Reporting Persons in respect of the Issuer.

Item 7. Material to be Filed as Exhibits.

- Exhibit A: Joint Filing Agreement
- Exhibit B: Form of Warrant Exercise Agreement (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC by the Issuer on September 30, 2019)
- Exhibit C: Form of Series F Prefunded Warrant (incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC by the Issuer on September 30, 2019)
- Exhibit D: Form of Series E Warrant (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC by the Issuer on September 30, 2019)
- Exhibit E: Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.4 to the Form 8-K filed with the SEC by the Issuer on September 30, 2019)
- Exhibit F: Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC by the Issuer on June 19, 2019)
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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.

September 30, 2019
(Date)

Armistice Capital, LLC*

By: /s/ Steven Boyd
Name: Steven Boyd
Title: Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd
Name: Steven Boyd
Title: Director

Steven Boyd*

/s/ Steven Boyd

* The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interests therein, and this report shall not be deemed an admission that such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Amendment No. 1 to Schedule 13D, dated September 30, 2019, relating to the Common Stock, \$0.01 par value per share, of ReShape Lifesciences Inc. shall be filed on behalf of the undersigned.

September 30, 2019
(Date)

Armistice Capital, LLC

By: /s/ Steven Boyd
Name: Steven Boyd
Title: Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd
Name: Steven Boyd
Title: Director

Steven Boyd

/s/ Steven Boyd

Schedule of Transactions in the Shares

Trade Date	Purchase/Sale	Quantity	Price
07/24/19	Purchase	50,000	\$0.07
07/25/19	Purchase	25,000	\$0.07
07/25/19	Purchase	25,000	\$0.07
07/25/19	Purchase	50,000	\$0.08
07/25/19	Purchase	50,000	\$0.08
07/26/19	Purchase	16	\$0.08
07/26/19	Purchase	23,953	\$0.08
07/26/19	Purchase	1,031	\$0.08
07/26/19	Purchase	48	\$0.07
07/26/19	Purchase	71,859	\$0.07
07/26/19	Purchase	3,093	\$0.07
07/26/19	Purchase	32	\$0.07
07/26/19	Purchase	47,906	\$0.07
07/26/19	Purchase	2,062	\$0.07
07/26/19	Purchase	32	\$0.08
07/26/19	Purchase	47,906	\$0.08
07/26/19	Purchase	2,062	\$0.08
07/26/19	Purchase	63	\$0.08
07/26/19	Purchase	95,813	\$0.08
07/26/19	Purchase	4,124	\$0.08
08/07/19	Purchase	25,000	\$0.06
08/07/19	Purchase	50,000	\$0.06
08/07/19	Purchase	35,000	\$0.07
08/07/19	Purchase	50,000	\$0.07
08/07/19	Purchase	40,000	\$0.07
08/07/19	Purchase	50,000	\$0.07

08/08/19	Purchase	100,000	\$0.08
08/27/19	Purchase	10,000	\$0.07
08/27/19	Purchase	10,000	\$0.07
08/28/19	Purchase	50,000	\$0.07
08/28/19	Purchase	50,000	\$0.07
08/29/19	Purchase	10,000	\$0.07
08/29/19	Purchase	25,000	\$0.07
08/29/19	Purchase	45,000	\$0.07
08/30/19	Purchase	25,000	\$0.07
08/30/19	Purchase	28,928	\$0.07
09/17/19	Purchase	25,000	\$0.05
09/17/19	Purchase	25,000	\$0.05
09/17/19	Purchase	25,000	\$0.05
09/17/19	Purchase	25,000	\$0.05
09/17/19	Purchase	25,000	\$0.05
09/17/19	Purchase	50,000	\$0.06
09/17/19	Purchase	31,072	\$0.06
09/17/19	Purchase	190,000	\$0.06
