

Item 5.07 Submission of Matters to a Vote of Security Holders.

ReShape Lifesciences Inc. (the “Company”) held its annual meeting of stockholders on February 23, 2024 (the “Annual Meeting”).

At the Annual Meeting, the Company’s stockholders approved each of the following proposals set forth in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on January 24, 2024:

Proposal 1:

The Company’s stockholders elected Dan W. Gladney and Lori McDougal as Class I directors to hold office until the 2026 annual meeting of stockholders or until his or her successor is elected and qualified, or, if sooner, until his or her death, resignation or removal, as set forth below.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Dan W. Gladney	1,387,535	631,636	6,332,883
Lori McDougal	1,511,604	507,567	6,332,883

Proposal 2:

The Company’s stockholders authorized the Company’s Board of Directors (the “Board”), in its discretion but in no event later than February 23, 2025, which is one year after the date of the Annual Meeting, to amend the Company’s Restated Certificate of Incorporation, as amended, to effect a reverse stock split of the Company’s common stock, at a ratio in the range of 1-for-10 to 1-for-60, such ratio to be determined by the Board and included in a public announcement, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
5,751,242	2,584,917	15,895

Proposal 3:

The Company’s stockholders approved the issuance of shares of the Company’s common stock underlying warrants issued to an investor pursuant to that certain Inducement Offer to Exercise Common Stock Purchase Warrants, dated as of November 21, 2023, in an amount equal to 20% or more of the Company’s common stock outstanding before the issuance of such warrants upon the operation of anti-dilution provisions contained in such warrants, as required by and in accordance with Nasdaq Listing Rule 5635(d), as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,158,808	801,271	59,092	6,332,883

Proposal 4:

The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,144,098	847,403	27,670	6,332,883

Proposal 5:

The Company’s stockholders ratified the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
6,988,147	1,127,305	236,602

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
President and Chief Executive Officer

Dated: February 26, 2024
