

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

| CIK (Filer ID Number) | Previous Names | None | Entity Type |
|--|------------------|------|--|
| 0001371217 | EnteroMedics Inc | | <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify) |
| Name of Issuer | | | |
| ReShape Lifesciences Inc. | | | |
| Jurisdiction of Incorporation/Organization | | | |
| DELAWARE | | | |
| Year of Incorporation/Organization | | | |
| <input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed | | | |

2. Principal Place of Business and Contact Information

| Name of Issuer | | Street Address 1 | | Street Address 2 | Phone Number of Issuer |
|---------------------------|------------------------|---------------------|------------------------|------------------|------------------------|
| ReShape Lifesciences Inc. | | 1001 CALLE AMANECER | | | |
| City | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer | | |
| SAN CLEMENTE | CALIFORNIA | 92673 | 9494296680 | | |

3. Related Persons

| Last Name | First Name | Middle Name |
|---|------------------------|----------------|
| Gladney | Dan | |
| Street Address 1 | Street Address 2 | |
| 1001 CALLE AMANECER | | |
| City | State/Province/Country | ZIP/PostalCode |
| San Clemente | CALIFORNIA | 92673 |
| Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Youngstrom | Scott | |
| Street Address 1 | Street Address 2 | |
| 1001 CALLE AMANECER | | |
| City | State/Province/Country | ZIP/PostalCode |
| San Clemente | CALIFORNIA | 92673 |
| Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Blackford Gary

Street Address 1

Street Address 2

1001 CALLE AMANECER

City

State/Province/Country

ZIP/PostalCode

San Clemente CALIFORNIA 92673

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Tremmel Jon

Street Address 1

Street Address 2

1001 CALLE AMANECER

City

State/Province/Country

ZIP/PostalCode

San Clemente CALIFORNIA 92673

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

McDougal Lori

Street Address 1

Street Address 2

1001 CALLE AMANECER

City

State/Province/Country

ZIP/PostalCode

San Clemente CALIFORNIA 92673

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

X Other Health Care

Other Technology

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Manufacturing

Travel

Yes

No

Real Estate

Airlines & Airports

Commercial

Lodging & Conventions

Construction

Tourism & Travel Services

Other Banking & Financial Services

REITS & Finance

Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

| Revenue Range | OR | Aggregate Net Asset Value Range |
|------------------------------|----|---------------------------------|
| No Revenues | | No Aggregate Net Asset Value |
| \$1 - \$1,000,000 | | \$1 - \$5,000,000 |
| \$1,000,001 - \$5,000,000 | | \$5,000,001 - \$25,000,000 |
| \$5,000,001 - \$25,000,000 | | \$25,000,001 - \$50,000,000 |
| \$25,000,001 - \$100,000,000 | | \$50,000,001 - \$100,000,000 |
| Over \$100,000,000 | | Over \$100,000,000 |
| X Decline to Disclose | | Decline to Disclose |
| Not Applicable | | Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| | Investment Company Act Section 3(c) | |
|---|-------------------------------------|------------------|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Section 3(c)(1) | Section 3(c)(9) |
| Rule 504 (b)(1)(i) | Section 3(c)(2) | Section 3(c)(10) |
| Rule 504 (b)(1)(ii) | Section 3(c)(3) | Section 3(c)(11) |
| Rule 504 (b)(1)(iii) | Section 3(c)(4) | Section 3(c)(12) |
| X Rule 506(b) | Section 3(c)(5) | Section 3(c)(13) |
| Rule 506(c) | Section 3(c)(6) | Section 3(c)(14) |
| Securities Act Section 4(a)(5) | Section 3(c)(7) | |

7. Type of Filing

X New Notice Date of First Sale 2018-06-07 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

| | |
|---|----------------------------------|
| Equity | Pooled Investment Fund Interests |
| Debt | Tenant-in-Common Securities |
| X Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |
| X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

| | | |
|--------------------------------------|--|--------|
| Recipient | Recipient CRD Number | None |
| H.C. Wainwright & Co., LLC | 375 | |
| (Associated) Broker or Dealer X None | (Associated) Broker or Dealer CRD Number | X None |

None

None

Street Address 1

Street Address 2

430 Park Avenue

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10022

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States

Foreign/non-US

- CALIFORNIA
- FLORIDA
- NEW JERSEY
- NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$1,235,413 USD or Indefinite

Total Amount Sold \$1,235,413 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

The warrants and underlying shares of common stock include warrants (i) to purchase 280,929 shares of common stock issued to certain institutional investors and (ii) to purchase 26,220 shares of common stock to H.C. Wainwright ("HCW Warrants").

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$2,809 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

H.C. Wainwright received the above sales commission in connection with the private placement of warrants. The HCW Warrants were issued to H.C. Wainwright in connection with a registered direct offering by the Company, which is not reported on this Form D.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|---------------------------|----------------------|-----------------------|----------------------------------|-------------|
| ReShape Lifesciences Inc. | /s/ Scott Youngstrom | Scott Youngstrom | CFO and Chief Compliance Officer | 2018-06-22 |

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.