

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>SABBY MANAGEMENT, LLC</u> (Last) (First) (Middle) 10 MOUNTAINVIEW ROAD SUITE 205 (Street) UPPER SADDLE NJ 07458 RIVER (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/15/2019	3. Issuer Name and Ticker or Trading Symbol <u>ReShape Lifesciences Inc. [RSL5]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,043,408	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Pre-Funded Warrant \$0.01 Strike ⁽¹⁾⁽²⁾⁽³⁾	11/28/2018 ⁽²⁾	11/28/2028 ⁽²⁾	Common Stock ⁽²⁾ 3,660,000 ⁽²⁾	0.01 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	04/03/2018 ⁽²⁾	04/03/2019 ⁽²⁾	Common Stock ⁽²⁾ 16,666 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	06/21/2018 ⁽²⁾	12/21/2023 ⁽²⁾	Common Stock ⁽²⁾ 1,118 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	07/12/2018 ⁽²⁾	01/12/2024 ⁽²⁾	Common Stock ⁽²⁾ 2,956 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	02/03/2019 ⁽²⁾	02/05/2024 ⁽²⁾	Common Stock ⁽²⁾ 3,690 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	09/20/2018 ⁽²⁾	09/20/2023 ⁽²⁾	Common Stock ⁽²⁾ 14,196 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	08/16/2017 ⁽²⁾	08/16/2024 ⁽²⁾	Common Stock ⁽²⁾ 750 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.25 Strike ⁽¹⁾⁽²⁾⁽³⁾	06/08/2018 ⁽²⁾	12/08/2023 ⁽²⁾	Common Stock ⁽²⁾ 669 ⁽²⁾	1.25 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Warrant \$1.50 Strike ⁽¹⁾⁽²⁾⁽³⁾	11/28/2018 ⁽²⁾	11/28/2023 ⁽²⁾	Common Stock ⁽²⁾ 4,000,000 ⁽²⁾	1.5 ⁽²⁾	I ⁽¹⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

Explanation of Responses:

- This Form 3 is being filed by Sabby Healthcare Master Fund, Ltd. ("SHMF"), Sabby Volatility Warrant Master Fund, Ltd. ("SVWMF"), Sabby Management, LLC ("Advisor") and Hal Mintz. Advisor is the investment manager of SHMF and SVWMF. Mr. Mintz is the manager of Advisor.
- The exercise of this security into shares is subject to a blocker, and the holder is not allowed to exercise this security into shares if as a result of such exercise the holder (in the aggregate with its affiliates) would own in excess of 4.99% of the outstanding shares (9.99% of the outstanding shares in the case of the Pre-Funded Warrant). As holder (in the aggregate with its affiliates) currently owns more than 9.99% of the outstanding shares, this security is not currently eligible for exercise into shares.
- The amount reported herein reflects the entire amount of Issuer's securities held by SHMF and SVWMF as of January 15, 2019. Each of Advisor and Mr. Mintz disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16"), beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein, and this report shall not be deemed an admission that either Advisor or Mr. Mintz is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Robert Grundstein, COO and General Counsel of Sabby Management, LLC 01/17/2019

** 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 5 (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.

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