

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Azarbarzin Kurt</u> (Last) (First) (Middle) <u>C/O HIGHCAPE PARTNERS QP, L.P.</u> <u>10751 FALLS ROAD, SUITE 300</u> (Street) <u>BALTIMORE MD 21093</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TELA Bio, Inc. [TELA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2019		P		10,220	A	\$13	12,675 ⁽¹⁾	I	By HighCape Partners, L.P.
Common Stock	11/08/2019		P		75,901	A	\$13	260,808 ⁽²⁾	I	By HighCape Partners QP, L.P.
Common Stock	11/13/2019		C		269	A	⁽³⁾	12,944	I	By HighCape Partners, L.P.
Common Stock	11/13/2019		C		2,931	A	⁽⁴⁾	15,875	I	By HighCape Partners, L.P.
Common Stock	11/13/2019		C		19,982	A	⁽³⁾	280,790	I	By HighCape Partners QP, L.P.
Common Stock	11/13/2019		C		217,816	A	⁽⁴⁾	498,606	I	By HighCape Partners QP, L.P.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	⁽³⁾	11/13/2019		C		493,357	⁽³⁾	⁽³⁾	Common Stock	19,982 ⁽⁵⁾	\$0	0	I	By HighCape Partners QP, L.P.
Series A Preferred Stock	⁽³⁾	11/13/2019		C		6,643	⁽³⁾	⁽³⁾	Common Stock	269 ⁽⁵⁾	\$0	0	I	By HighCape Partners, L.P.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(4)	11/13/2019		C		5,377,928		(4)	(4)	Common Stock	217,816 ⁽⁵⁾	\$0	0	I	By HighCape Partners QP, L.P.
Series B Preferred Stock	(4)	11/13/2019		C		72,417		(4)	(4)	Common Stock	2,931 ⁽⁵⁾	\$0	0	I	By HighCape Partners, L.P.
Warrant (right to buy)	\$1.16	11/13/2019		C ⁽⁶⁾		123,653		01/18/2017	01/18/2027	Series B Preferred Stock	123,653	\$0	0	I	By HighCape Partners QP, L.P.
Warrant (right to buy)	\$28.65	11/13/2019		C ⁽⁶⁾		123,653		11/13/2017	01/18/2027	Common Stock	5,008	\$0	123,653	I	By HighCape Partners QP, L.P.
Warrant (right to buy)	\$1.16	11/13/2019		C ⁽⁶⁾		1,665		01/18/2017	01/18/2027	Series B Preferred Stock	1,665	\$0	0	I	By HighCape Partners, L.P.
Warrant (right to buy)	\$28.65	11/13/2019		C ⁽⁶⁾		1,665		11/13/2019	01/18/2027	Common Stock	67	\$0	1,665	I	By HighCape Partners, L.P.

Explanation of Responses:

- Reflects 2,455 shares of common stock received by the reporting person as a payment-in-kind dividend on Series A Preferred Stock and Series B Preferred Stock exempt from reporting under Rule 16a-9(a).
- Reflects 183,907 shares of common stock received by the reporting person as a payment-in-kind dividend on Series A Preferred Stock and Series B Preferred Stock exempt from reporting under Rule 16a-9(a).
- Shares of Series A Preferred Stock automatically converted into shares of Common Stock at a 1-for-1 conversion rate upon the closing of the Issuer's initial public offering and had no expiration date.
- Shares of Series B Preferred Stock automatically converted into shares of Common Stock at a 1-for-1 conversion rate upon the closing of the Issuer's initial public offering and had no expiration date.
- Reflects 1-for-24.69 reverse stock split which became effective on October 28, 2019.
- Warrants exercisable for shares of Series B Preferred Stock automatically converted into warrants exercisable for shares of Common Stock upon the closing of the Issuer's initial public offering.

Remarks:

/s/ Nora Brennan as attorney-in-fact for Matt Zuga 11/13/2019

** 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 4 (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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