

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Zuga Matt</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O HIGHCAPE PARTNERS QP, L.P.</u></p> <p><u>10751 FALLS ROAD, SUITE 300</u></p> <hr/> <p>(Street)</p> <p><u>BALTIMORE MD 21093</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>TELA Bio, Inc. [ TELA ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/08/2019</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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 <sup>(1)</sup>	I	By HighCape Partners, L.P.
Common Stock	11/08/2019		P		75,901	A	\$13	260,808 <sup>(2)</sup>	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)
				Code	V	(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 <sup>(5)</sup>	\$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 <sup>(5)</sup>	\$0	0	I	By HighCape Partners, L.P.
Series B Preferred Stock	(4)	11/13/2019		C			5,377,928	(4)	(4)	Common Stock	217,816 <sup>(5)</sup>	\$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 <sup>(5)</sup>	\$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				
Warrant (right to buy)	\$1.16	11/13/2019		C <sup>(6)</sup>			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 <sup>(6)</sup>		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 <sup>(6)</sup>			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 <sup>(6)</sup>		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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