SEC Form 4
------------

 $\Box$ 

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

OMB APPI	ROVAL				
OMB Number:	3235-0287				
Estimated average burden					
hours per response:	0.5				

			0 111000	interne	Company / Io	. 01 10-10					
1. Name and Address of Reporting Person <sup>*</sup> <u>EW HEALTHCARE PARTNERS FUND</u>		2. Issuer Name <b>and</b> Ticker or Trading Symbol TELA Bio, Inc. [ TELA ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
<u>2, L.P.</u>								Officer (give below)		ther (specify elow)	
(Last) (First) (Midd	le)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2021					See footnote 2				
21 WATERWAY AVENUE, SUITE 225											
(Street) THE TX 7738 WOODLANDS		4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(City) (State) (Zip)											
Table I -	Non-Derivati	ve Securities A	cquir	ed, C	isposed (	of, or I	Benefici	ally Owned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye		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 at 5)		d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or Price			Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$0.001 per share	12/06/2021		Р		10,000	Α	\$12.39	1,861,990	Ι	See footnotes <sup>(1)(2)</sup>	
Common Stock, par value \$0.001 per share	12/07/2021		Р		11,148	Α	\$12.32	1,873,138	Ι	See footnotes <sup>(1)(2)</sup>	
Common Stock, par value \$0.001 per share	12/08/2021		Р		1,425	A	\$12.39	1,874,563	Ι	See footnotes <sup>(1)(2)</sup>	

## 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. Transa Code ( 8)		of I		6. Date Exerc Expiration Da (Month/Day/Y			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				

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

EW HEALTHCARE PARTNERS FUND 2, L.P.

(Last)	(First)	(Middle)
21 WATERWAY	AVENUE, SUIT	E 225
(Street)		
THE WOODLANDS	ТХ	77380
(City)	(State)	(Zip)
1. Name and Address	of Reporting Perso	on <sup>*</sup>
EW HEALTH	CARE PART	NERS FUND 2-A
<u>L.P.</u>		
(Last)	(First)	(Middle)
21 WATERWAY	AVENUE, SUIT	E 225
(Street)		
THE	ТХ	77380
WOODLANDS		

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> <u>EW Healthcare Partners Fund 2 GP, L.P.</u>							
(Last) 21 WATERWAY A	(First) VENUE, SUITE 22	(Middle) 5					
(Street) THE WOODLANDS	ТХ	77380					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> <u>EW Healthcare Partners Fund 2-UGP, LLC</u>							
(Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225							
(Street) THE WOODLANDS	TX	77380					
(City)	(State)	(Zip)					

#### Explanation of Responses:

1. The Share totals shown above are the aggregate amounts of shares purchased by EW Healthcare Partners Fund 2, L.P. ("Fund 2") and EW Healthcare Partners Fund 2-A, L.P. ("Fund 2-A") on the dates set forth above. Fund 2 purchased 3,930, 4,381 and 560 shares of the amounts shown above for December 6, December 7 and December 8, respectively, and Fund 2-A purchased 6,070, 6,767 and 865 shares of the amounts shown above on each such date, respectively. Fund 2 now holds a total of 778,423 shares and Fund 2-A now holds a total of 1,096,140 shares of the Issuer.

2. EW Healthcare Partners Fund 2 GP, L.P. (the "EW Funds GP"), is the general partner of each of EW Healthcare Partners Fund 2, L.P. ("Fund 2") and EW Healthcare Partners Fund 2-A, L.P. ("EW Fund 2-A" and together with EW Fund 2, the "EW Funds"). EW Healthcare Partners Fund 2- UGP, LLC (the "General Partner") is the general partner of EW Funds GP. The General Partner holds sole voting and dispositive power over the shares held by each of the EW Funds (the "Shares"). The managers of the General Partner are Martin P. Sutter, Ron Eastman, Scott Barry and Petri Vainio (collectively, the "Managers") and may exercise voting and investment control over the Shares only by majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares only be majority action of the Managers.

#### **Remarks:**

EW HEALTHCARE	
PARTNERS FUND 2, L.P.,	
By: EW Healthcare Partners	
Fund 2 GP, L.P., its General	
	12/08/2021
Partners Fund 2-UGP, LLC,	
its General Partner, By: Martin	
P. Sutter, Attorney-in-Fact, /s/	
<u>Martin P. Sutter</u>	
EW HEALTHCARE	
PARTNERS FUND 2-A, L.P.,	
By: EW Healthcare Partners	
Fund 2 GP, L.P., its General	
Partner, By: EW Healthcare	12/08/2021
Partners Fund 2-UGP, LLC,	
its General Partner, By: Martin	
P. Sutter, Attorney-in-Fact, /s/	
Martin P. Sutter	
EW HEALTHCARE	
PARTNERS FUND 2 GP,	
L.P., By: EW Healthcare	
Partners Fund 2-UGP, LLC,	12/08/2021
its General Partner, By: Martin	
P. Sutter, Attorney-in-Fact, /s/	
Martin P. Sutter	
EW HEALTHCARE	
PARTNERS FUND 2-UGP,	
LLC, By: Martin P. Sutter,	12/08/2021
Attorney-in-Fact, /s/ Martin P.	
Sutter	

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.

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.