

**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 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).

1. Name and Address of Reporting Person* <u>Friedman Ashley</u>  (Last) (First) (Middle) <u>C/O TELA BIO, INC</u> <u>1 GREAT VALLEY PARKWAY, SUITE 24</u>  (Street) <u>MALVERN PA 19355</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>11/13/2019</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	11/13/2019		C		59,940	A	(1)	106,052 <sup>(2)</sup>	I	By Signet Healthcare Partners Accredited Partnership III, LP
Common Stock	11/13/2019		C		285,580	A	(1)	505,281 <sup>(3)(4)</sup>	I	By Signet Healthcare Partners QP Partnership III, LP

**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	(1)	11/13/2019		C			1,479,951	(1)	(1)	Common Stock	59,940 <sup>(4)</sup>	\$0	0	I	By Signet Healthcare Partners Accredited Partnership III, LP
Series B Preferred Stock	(1)	11/13/2019		C			7,051,009	(1)	(1)	Common Stock	285,580 <sup>(4)</sup>	\$0	0	I	By Signet Healthcare Partners QP Partnership III, LP
Warrant (right to buy)	\$1.16	11/13/2019		C <sup>(5)</sup>			31,168		01/18/2017 01/18/2027	Series B Preferred Stock	31,168	\$0	0	I	By Signet Healthcare Partners Accredited Partnership III, LP
Warrant (right to buy)	\$28.65	11/13/2019		C <sup>(5)</sup>			31,168		11/13/2019 01/18/2027	Common Stock	1,262	\$0	31,168	I	By Signet Healthcare Partners Accredited Partnership III, LP
Warrant (right to buy)	\$1.16	11/13/2019		C <sup>(5)</sup>			148,499		01/18/2017 01/18/2027	Series B Preferred Stock	148,499	\$0	0	I	By Signet Healthcare Partners QP Partnership III, LP
Warrant (right to buy)	\$28.65	11/13/2019		C <sup>(5)</sup>			148,499		11/13/2019 01/18/2027	Common Stock	6,014	\$0	148,499	I	By Signet Healthcare Partners Accredited Partnership III, LP

Explanation of Responses:

1. 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.
2. Reflects 46,112 shares of common stock received as a payment-in-kind dividend on Series B Preferred Stock exempt from reporting under Rule 16a-9(a).
3. Reflects 219,701 shares of common stock received as a payment-in-kind dividend on Series B Preferred Stock exempt from reporting under Rule 16a-9(a).
4. Reflects 1-for-24.69 reverse stock split which became effective on October 28, 2019.
5. 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 Ashley Friedman

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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