

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>PERSENAIRE MAARTEN</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2019</u>	
	4. 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 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		7,999	A	(1)	66,127 <sup>(2)</sup>	D	
Common Stock	11/13/2019		C		12,760	A	(3)	78,887	D	

**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	(1)	11/13/2019		C		197,511		(1)	(1)	Common Stock	7,999 <sup>(4)</sup>	\$0	0	D	
Series B Preferred Stock	(3)	11/13/2019		C		315,086		(3)	(3)	Common Stock	12,760 <sup>(4)</sup>	\$0	0	D	
Warrant (right to buy)	\$1.16	11/13/2019		C <sup>(5)</sup>		12,931		01/18/2017	01/18/2027	Series B Preferred Stock	12,931	\$0	0	D	
Warrant (right to buy)	\$28.65	11/13/2019		C <sup>(5)</sup>		12,931		11/13/2019	01/18/2027	Series B Preferred Stock	523	\$0	12,931	D	

**Explanation of Responses:**

- 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.
- Reflects 15,572 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 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 Maarten Persenaire 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.

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.