

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 * <b>PERSENAIRE MAARTEN</b>  (Last) (First) (Middle) <b>C/O TELA BIO, INC</b> <b>1 GREAT VALLEY PARKWAY, SUITE 24</b>  (Street) <b>MALVERN PA 19355</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TELA Bio, Inc. [ TELA ]</b>	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) <b>Chief Medical Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/13/2019</b>	
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		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.