

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).

**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 * <u>Oliva Adele C</u>  (Last) (First) (Middle) <u>C/O QUAKER BIOVENTURES CAPITAL II, L.P.</u> <u>150 MONUMENT ROAD, SUITE 207</u>  (Street) <u>BALA PA 19004</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2019</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	11/08/2019		P		153,846	A	\$13	888,664 <sup>(1)</sup>	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>
Common Stock	11/13/2019		C		345,489	A	<sup>(3)</sup>	1,234,153	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>
Common Stock	11/13/2019		C		516,947	A	<sup>(4)</sup>	1,751,100	I	By Quaker Bioventures II, L.P. <sup>(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. 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	<sup>(3)</sup>	11/13/2019		C			8,530,145	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	345,489 <sup>(5)</sup>	\$0	0	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>
Series B Preferred Stock	<sup>(4)</sup>	11/13/2019		C			12,763,434	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	516,947 <sup>(5)</sup>	\$0	0	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>
Warrant (right to buy)	\$1.16	11/13/2019		C <sup>(6)</sup>			446,813	01/18/2017	01/18/2027	Series B Preferred Stock	446,813	\$0	0	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>
Warrant (right to buy)	\$28.65	11/13/2019		C <sup>(6)</sup>			446,813	11/13/2019	01/18/2027	Common Stock	18,096	\$0	446,813	I	By Quaker Bioventures II, L.P. <sup>(2)</sup>

**Explanation of Responses:**

- Reflects 705,530 shares of common stock received as a payment-in-kind dividend on Series A Preferred Stock and Series B Preferred Stock exempt from reporting under Rule 16a-9(a).
- The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for the purposes of Section 16 or otherwise.
- 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 Adele C. Oliva

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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