

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Zuga Matt</u>  (Last) (First) (Middle) C/O HIGHCAPE PARTNERS QP, L.P. 10751 FALLS ROAD, SUITE 300  (Street) BALTIMORE MD 21093  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/07/2019	3. Issuer Name and Ticker or Trading Symbol <u>TELA Bio, Inc. [ TELA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	19,982	(2)	I	By HighCape Partners QP, L.P.
Series A Preferred Stock	(1)	(1)	Common Stock	269	(2)	I	By HighCape Partners, L.P.
Series B Preferred Stock	(1)	(1)	Common Stock	217,816	(3)	I	By HighCape Partners QP, L.P.
Series B Preferred Stock	(1)	(1)	Common Stock	2,931	(3)	I	By HighCape Partners, L.P.
Warrant	01/18/2017	01/18/2027	Series B Preferred Stock	123,653	1.16	I	By HighCape Partners QP, L.P.
Warrant	01/18/2017	01/18/2027	Series B Preferred Stock	1,665	1.16	I	By HighCape Partners, L.P.
Stock Option (right to buy)	(4)	11/07/2029	Common Stock	5,331	13	D	

**Explanation of Responses:**

- Shares of Series A and Series B Preferred Stock (collectively, the "Preferred Stock") have no expiration date and are convertible, at the option of the holder, into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Issuer's Third Amended and Restated Certificate of Incorporation (as amended, the "Certificate of Incorporation")). The shares of Preferred Stock will automatically convert into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment in cash in lieu of any fractional shares in accordance with the Certificate of Incorporation) immediately prior to the closing of the Issuer's initial public offering.
- Shares of Series A Preferred Stock are convertible into shares of Common Stock at a 1-for-1 conversion rate.
- Shares of Series B Preferred Stock are convertible into shares of Common Stock at a 1-for-1 conversion rate.
- The option vests in 36 equal monthly installments on each monthly anniversary of November 7, 2019, subject to the Reporting Person's continuous service with the Issuer.

**Remarks:**

/s/ Nora Brennan as attorney-in-fact for Matt Zuga 11/07/2019

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Nora Brennan and Frank Conway with full power to act singly, as the undersigned's true and lawful attorney-in-fact, with full power of substitution, to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or beneficial owner of Tela Bio, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney  
to be executed as of this 30th day of September, 2019.

/s/Matt Zuga

Name: Matt Zuga

Title: Director