

OMB APPROVAL	
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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

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>ORBIMED ADVISORS LLC</u> (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR (Street) NEW YORK NY 10022 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	11/08/2019		P		384,615	A	\$13	1,568,627 ⁽¹⁾	D ⁽²⁾⁽³⁾	
Common Stock	11/13/2019		C		481,095	A	⁽⁴⁾	2,049,722 ⁽⁵⁾	D ⁽²⁾⁽³⁾	
Common Stock	11/13/2019		C		977,820	A	⁽⁶⁾	3,027,542 ⁽⁵⁾	D ⁽²⁾⁽³⁾	

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	⁽⁴⁾	11/13/2019		C		11,878,249		⁽⁴⁾	⁽⁴⁾	Common Stock	481,095 ⁽⁵⁾	\$0	0	D ⁽²⁾⁽³⁾	
Series B Preferred Stock	⁽⁶⁾	11/13/2019		C		24,142,419		⁽⁶⁾	⁽⁶⁾	Common Stock	977,820 ⁽⁵⁾	\$0	0	D ⁽²⁾⁽³⁾	
Warrant (right to buy)	\$1.16	11/13/2019		C ⁽⁷⁾		758,623		01/18/2017	01/18/2027	Series B Preferred Stock	758,623	\$0	0	D ⁽²⁾⁽³⁾	
Warrant (right to buy)	\$28.65	11/13/2019		C ⁽⁷⁾		758,623		11/13/2019	01/18/2027	Common Stock	30,725	\$0	758,623	D ⁽²⁾⁽³⁾	

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u> (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>OrbiMed Capital GP IV LLC</u> (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)

Explanation of Responses:

- Reflects 1,184,012 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).
- These securities are held of record by OrbiMed Private Investments IV, LP ("OPI IV"). OrbiMed Capital GP IV LLC ("GP IV") is the general partner of OPI IV, and OrbiMed Advisors LLC ("Advisors"), a registered advisor under the Investment Advisors Act of 1940, as amended, is the managing member of GP IV. By virtue of such relationships, GP IV and Advisors may be deemed to have voting and investment power with respect to the securities held by OPI IV noted above and as a result may be deemed to have beneficial ownership over such securities. Advisors exercised this investment and voting power through a management committee consisting of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the securities held by OPI IV.

3. Each of GP IV and Advisors disclaims beneficial ownership of the securities reported herein for the purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its interest therein, if any. This report shall not be deemed an admission that any such entity is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
4. 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.
5. Reflects 1-for-24.69 reverse stock split which became effective on October 28, 2019.
6. 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.
7. 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/ Carl L. Gordon 11/13/2019

/s/ Carl L. Gordon 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.