NEW YORK

(City)

NY

(State)

10017

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

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

Instructio	n 1(b).			File					. ,		ırities Exchanç Company Act o	-	1934							
		Reporting Person*	<u> </u>		ES	T/		<u>ISHN</u>			g Symbol	DING	<u>S</u>		Relationship heck all appl Direc	icable)	Ü	()	to Iss	
(Last)	(Fir. H AVENUI	st) (F E, 29TH FLOOR	∕liddle)	3. Da	ite c			nsaction	ı (Mon	th/Day/Year)				Office below	er (give t	itle		ther (s elow)	specify
(Street) NEW YO			0017		4. If <i>I</i>	Ame	endme	ent, Date	e of Orig	inal Fi	led (Month/Da	y/Year)		6. I Lin	Form	filed by	One Rep	porting I	Perso	n
(City)	(Sta	ate) (Z	Zip)												X Perso		More tha	an One	керо	rting
		Table	e I - I	Non-Deriv	ative	Se	curi	ties A	cquire	ed, D	isposed o	f, or B	enefi	cia	Ily Owne	d				
1. Title of So	Title of Security (Instr. 3)		2. Transaction Date (Month/Day/	Year) i	Execu		Deemed cution Date, y nth/Day/Year)		ction Instr.		Acquired (A) or f (D) (Instr. 3, 4 and				y	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		Indir Bene	eficial ership	
									Code	v	Amount	(A) or (D)	Price		Transactio (Instr. 3 and				(ilist	····
Common S	Stock			10/08/20	19				P		1,000	A	\$18.	.74	3,117,485		',485 J		I See Footnot	
		Та	ble I								posed of, convertib				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exec if any	Deemed ution Date, / /th/Day/Year)	4. Transa Code (I 8)		on or no or	. Numbe f erivative ecurities cquired A) or isposed f (D) nstr. 3, 4	Expi (Mor	iration	ercisable and Date y/Year)	7. Title Amoun Securit Underly Derivat Securit and 4)	it of ies ying	. 3	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Follow Report Transa (Instr. 4	ive ties cially ing ed ction(s)	10. Owner Form: Direct or Indi (I) (Insi	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	, (,	A) (D)	Date Exe) rcisabl	Expiration e Date	Title	Amou or Numb of Share	oer						
		Reporting Person*	2																	
(Last) 489 FIFTI		(First) E, 29TH FLOOR	•	Middle)		_														
(Street) NEW YO	RK 1	NY	1	0017																
(City)	((State)	(2	Zip)																
	Address of F Artners, L	Reporting Person*																		
(Last) 489 FIFTI		(First) E, 29TH FLOOR		Middle)																
(Street)						-														

Name and Address of Reporting Person J.W. Opportunities Master Fund, Ltd.								
(Last) 489 FIFTH AVEN	ast) (First) (Mid 89 FIFTH AVENUE, 29TH FLOOR							
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* JW GP, LLC								
(Last) (First) (Middle) 489 FIFTH AVENUE, 29TH FLOOR								
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Wild Jason G.								
(Last) (First) (Middle) 489 FIFTH AVENUE, 29TH FLOOR								
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. This Form 4 is being filed by JW Asset Management, LLC (the "Advisor") on behalf of itself and J.W. Partners, L.P. ("JWP"), J.W. Opportunities Master Fund, Ltd ("JWO"), JW GP, LLC (the "General Partner"), and Jason G. Wild ("Wild" and, together with the Advisor, JWP, JWO, and the General Partner, the "Reporting Persons"). The Advisor serves as the investment advisor of JWP and JWO. The General Partner serves as general partner to JWP and the manager of JWO. Wild is the managing member of the Advisor and the General Partner.
- 2. The amount of 1,000 in Table I reflects the 650 shares of Common Stock purchased by JWP and the 350 shares of Common Stock purchased by JWO, in the open market transaction requiring the filing of this statement. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by the Reporting Persons is reported herein. Each of the Advisor, the General Partner, and Wild, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, the General Partner or Wild are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Jason Klarreich, Attorney-

in-Fact, JW Asset

10/09/2019

Management, LLC

** 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.

Information Regarding Joint Filers

Designated Filer of Form 4: JW Asset Management, LLC

Date of Earliest Transaction Required to be Reported: October 8, 2019

Issuer Name and Ticker Symbol: Establishment Labs Holdings Inc. (ESTA)

Names: JW Asset Management, LLC, J.W. Partners, L.P., J.W. Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild.

Address: JW Asset Management, LLC

489 Fifth Avenue, 29th Floor New York, NY 10017

Signatures:

The undersigned, J.W. Partners, L.P., J.W. Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild, are jointly filing the attached Statement of Ownership of Securities on Form 4 with JW Asset Management, LLC with respect to the beneficial ownership of securities of Establishment Labs Holdings Inc.

JW ASSET MANAGEMENT, LLC By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich

Jason Klarreich, Attorney-In-Fact

J.W. PARTNERS, LP By: JW GP, LLC, its General Partner

/s/ Jason Klarreich Jason Klarreich, Attorney-In-Fact

J.W. OPPORTUNITIES MASTER FUND, LTD By: JW GP, LLC, its Manager

/s/ Jason Klarreich

Jason Klarreich, Attorney-In-Fact

JW GP, LLC

By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich

Jason Klarreich, Attorney-In-Fact

JASON G. WILD

/s/ Jason Klarreich

Jason Klarreich, Attorney-In-Fact