

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>JW Asset Management, LLC</u> <hr/> (Last) (First) (Middle) 489 FIFTH AVENUE, 29TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/21/2019	3. Issuer Name and Ticker or Trading Symbol <u>ESTABLISHMENT LABS HOLDINGS INC. [ESTA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote(1)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	3,104,485	I	See Footnotes ⁽¹⁾⁽²⁾

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			

1. Name and Address of Reporting Person* <u>JW Asset Management, LLC</u> <hr/> (Last) (First) (Middle) 489 FIFTH AVENUE, 29TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>J.W. Partners, LP</u> <hr/> (Last) (First) (Middle) 489 FIFTH AVENUE, 29TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
J.W. Opportunities Master Fund, Ltd.		
(Last)	(First)	(Middle)
489 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 3 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. This amount reflects the aggregate amount of securities held by JWP and JWO immediately following the transaction requiring the filing of this statement. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's securities held by 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](#) [05/28/2019](#)
[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 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.

Information Regarding Joint Filers

Designated Filer of Form 3: JW Asset Management, LLC

Date of Earliest Transaction Required to be Reported: May 21, 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 3 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, L.P.
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
