

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**EnteroMedics Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**2800 Patton Road, St. Paul, Minnesota**  
(Address of principal executive offices)

**48-1293684**  
(I.R.S. Employer Identification No.)

**55113**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

**Common Stock, par value \$0.01 per share**

Name of each exchange on which  
each class is to be registered

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-143265 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**Not Applicable**  
(Title of Class)

(Title of Class)

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### **Item 1. Description of Registrant's Securities to be Registered.**

This registration statement relates to the registration with the Securities and Exchange Commission (the "SEC") of shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of EnteroMedics Inc., a Delaware corporation (the "Registrant"). The description of the Common Stock to be registered hereunder is set forth under the caption "Description of Capital Stock" in the prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, File No. 333-143265, initially filed with the SEC on May 25, 2007, as amended (the "Registration Statement"), and in the form of prospectus subsequently filed by the Registrant with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, and is incorporated herein by reference in response to this item.

### **Item 2. Exhibits.**

Since no other securities of the Registrant other than the common stock referenced herein are being registered on the Nasdaq Stock Market LLC, and because the Common Stock registered hereby is not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, no exhibits are required to be filed with this Form 8-A.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**ENTEROMEDICS INC.**

Date: November 8, 2007

By: /s/ Mark B. Knudson, Ph.D.

Mark B. Knudson, Ph.D.

President and Chief Executive Officer