

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>InterWest Management Partners IX, LLC</u> (Last) (First) (Middle) 2710 SAND HILL RD 2ND FLOOR (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/14/2007	3. Issuer Name and Ticker or Trading Symbol <u>Enteromedics Inc [ETRM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 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) 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)
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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 C Preferred Stock	(1)	(1)	Common Stock	1,359,261	(1)	I ⁽²⁾	by: InterWest Partners IX, LP

1. Name and Address of Reporting Person*
InterWest Management Partners IX, LLC
 (Last) (First) (Middle)
 2710 SAND HILL RD
 2ND FLOOR
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ehrlich Christopher B
 (Last) (First) (Middle)
 2710 SAND HILL RD
 2ND FLOOR
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Grais Linda S
 (Last) (First) (Middle)
 2710 SAND HILL RD
 2ND FLOOR
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kjellson Nina S

(Last) (First) (Middle)
2710 SAND HILL RD
2ND FLOOR

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Nash H Ronald](#)

(Last) (First) (Middle)
2710 SAND HILL RD
2ND FLOOR

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NASR KHALED](#)

(Last) (First) (Middle)
2710 SAND HILL RD
2ND FLOOR

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Pepper Douglas A](#)

(Last) (First) (Middle)
2710 SAND HILL RD
2ND FLOOR

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Westerlind Victor A](#)

(Last) (First) (Middle)
2710 SAND HILL RD
2ND FLOOR

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

- Each share of Series C Preferred Stock shall be automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- The shares are owned by InterWest Partners IX, LP ("IW9"). InterWest Management Partners IX, LLC ("IMP9") is the general partner of IW9. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, Thomas L. Rosch, and Michael B. Sweeney are Managing Directors of IMP9. Michael D. Boich, Bruce A. Cleveland, Christopher B. Ehrlich, Linda S. Grais, Ellen E. Koskinas, Nina Kjellson, H. Ronald Nash, Khaled A. Nasr, Douglas A. Pepper, and Victor A. Westerlind are Venture Members of IMP9. Each Managing Director and Venture Member of IMP9 disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

Remarks:

Due to limitations of the EDGAR software, this Form 3 is filed on behalf of InterWest Partners IX, LP and certain other Reporting Persons, and is being filed on two Forms 3 (Part I and Part II) (collectively, the "InterWest Form 3"). This filing represents Part II of the InterWest Form 3 and should be read together with Part I. Part I and Part II of the InterWest Form 3 shall constitute one filing.

[/s/ W. Stephen Holmes,](#)
[Managing Director](#) [11/13/2007](#)

[/s/ Christopher B. Ehrlich by](#)
[Karen A. Wilson Power of](#)
[Attorney](#) [11/13/2007](#)

[/s/ Linda S. Grais by Karen A.](#)
[Wilson Power of Attorney](#) [11/13/2007](#)

[/s/ Nina Kjellson by Karen A.](#)
[Wilson Power of Attorney](#) [11/13/2007](#)

<u>/s/ H. Ronald Nash by Karen A. Wilson Power of Attorney.</u>	<u>11/13/2007</u>
<u>/s/ Khaled A. Nasr by Karen A. Wilson Power of Attorney.</u>	<u>11/13/2007</u>
<u>/s/ Douglas A. Pepper by Karen A. Wilson Power of Attorney.</u>	<u>11/13/2007</u>
<u>/s/ Victor A. Westerlind by Karen A. Wilson Power of Attorney.</u>	<u>11/13/2007</u>
** 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.

FORM 3 JOINT FILER INFORMATION

Name of
"Reporting Persons": InterWest Partners IX, L.P. ("IW9")
InterWest Management Partners IX, LLC ("IMP9")

Harvey B. Cash
Philip T. Gianos
W. Stephen Holmes
Gilbert H. Kliman
Arnold L. Oronsky
Thomas L. Rosch
Michael B. Sweeney
Michael D. Boich
Bruce A. Cleveland
Christopher B. Ehrlich
Linda S. Grais
Nina Kjellson
H. Ronald Nash
Khaled A. Nasr
Douglas A. Pepper
Victor A. Westerlind

Address: 2710 Sand Hill Road, Second Floor
Menlo Park, CA 94025

Designated Filer: InterWest Partners IX, L.P.

Issuer and Ticker Symbol: EnteroMedics Inc. (ETRM)

Date of Event: November 14, 2007

Each of the following is a Joint Filer with InterWest Partners IX L.P. ("IW9") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 3:

InterWest Management Partners IX, LLC ("IMP9") is the general partner of IW9 and has sole voting and investment control over the shares owned by IW9. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, Thomas L. Rosch, and Michael B. Sweeney are Managing Directors of IMP9 and Michael D. Boich, Bruce A. Cleveland, Christopher B. Ehrlich, Linda S. Grais, Nina Kjellson, H. Ronald Nash, Khaled A. Nasr, Douglas A. Pepper, and Victor A. Westerlind are Venture Members of IMP9. Ellen Koskinas, a Venture Member of IMP9 is also a Director of the Issuer, and has filed a separate Form 3 in her own name.

All Reporting Persons disclaim beneficial ownership of shares of EnteroMedics Inc. stock held by IW9, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

1.

EXHIBIT 99

Each of the Reporting Persons listed above has designated InterWest Partners IX, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners IX, LLC as its attorney in fact for the purpose of making reports relating to transaction in EnteroMedics Inc. Common Stock.

INTERWEST MANAGEMENT PARTNERS IX, L.L.C.

Thomas L. Rosch, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ W. Stephen Holmes

W. Stephen Holmes, Managing Director

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

INTERWEST PARTNERS IX, LP

Michael B. Sweeney, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: InterWest Management Partners IX, LLC
Its General Partner

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

By: /s/ W. Stephen Holmes

W. Stephen Holmes, Managing Director

Harvey B. Cash, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

W. Stephen Holmes, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ W. Stephen Holmes

W. Stephen Holmes

Gilbert H. Kliman, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Arnold L. Oronsky, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Michael D. Boich, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Bruce A. Cleveland, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Christopher B. Ehrlich, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Linda S. Grais, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Nina Kjellson, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

H. Ronald Nash, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Khaled A. Nasr, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Douglas A. Pepper, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Victor A. Westerlind, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Christopher B. Ehrlich, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 22nd day of October, 2003.

CHRISTOPHER B. EHRLICH

/s/ Christopher B. Ehrlich

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Douglas A. Pepper, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 1st day of June, 2007.

DOUGLAS A. PEPPER

/s/ Douglas A. Pepper

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, H. Ronald Nash, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 19th day of August, 2002.

H. RONALD NASH

/s/ H. Ronald Nash

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Khaled A. Nasr, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 31st day of May, 2007.

KHALED A. NASR

/s/ Khaled A. Nasr

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Linda S. Grais, hereby constitutes and appoints Karen A. Wilson as her true and lawful Attorney-in-Fact, with full power in her name and on her behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 7th day of November, 2007.

LINDA S. GRAIS

/s/ Linda S. Grais

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Nina S. Kjellson, hereby constitutes and appoints Karen A. Wilson as her true and lawful Attorney-in-Fact, with full power in her name and on her behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 31st day of May, 2007.

NINA S. KJELLSON

/s/ Nina S. Kjellson

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Victor A. Westerlind, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 31st day of May, 2007.

VICTOR A. WESTERLIND

/s/ Victor A. Westerlind
