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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report: July 23, 2009  
(Date of earliest event reported)**

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**ENTEROMEDICS INC.**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 1-33818**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**48-1293684**  
(IRS Employer  
Identification No.)

**2800 Patton Road, St. Paul, Minnesota 55113**  
(Address of principal executive offices, including zip code)

**(651) 634-3003**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

Furnished herewith as Exhibit 99.1 and incorporated by reference herein is the text of EnteroMedics Inc.'s press release regarding its financial results for the three and six months ended June 30, 2009.

The information furnished herewith pursuant to Item 2.02 of this Current Report and in Exhibit 99.1 hereto is being "furnished" in accordance with General Instruction B.2 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 23, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTEROMEDICS INC.

By: /s/ Greg S. Lea  
Greg S. Lea  
Senior Vice President and Chief Financial Officer

Date: July 23, 2009

**EXHIBIT INDEX**

**Exhibit  
Number**  
99.1

**Description**  
Press Release dated July 23, 2009.

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Contact:  
Enteromedics Inc.  
Greg S. Lea  
(651) 789-2860  
ir@enteromedics.com

**Enteromedics Reports Second Quarter 2009 Financial Results**

**Company Continues to Move Toward the Unblinding of EMPOWER Pivotal Trial Data**

**Share Price Increase Results in \$3.3 Million of Non-Cash Expense  
Related to Revaluation of Warrant Liability**

**ST. PAUL, Minnesota, July 23, 2009** – Enteromedics Inc. (NASDAQ: ETRM), the developer of medical devices using neuroblocking technology to treat obesity and other gastrointestinal disorders, today announced financial results for the three and six months ended June 30, 2009.

For the three months ended June 30, 2009, the Company reported a net loss of \$10.4 million, or \$0.34 per share, including non-cash expense of \$3.3 million related to the revaluation of warrant liability as a result of the recent share price increase, research and development expenses of \$4.1 million and general and administrative expenses of \$2.2 million. For the six months ended June 30, 2009, the Company reported a net loss of \$17.0 million, or \$0.65 per share. Operating expenses were primarily associated with the cost of supporting the Company's multiple, ongoing clinical trials and the continued development of VBLOC® vagal blocking therapy delivered through the Company's Maestro® System. On June 30, 2009, the Company's cash, cash equivalents and short-term investments totaled \$34.8 million.

“An increase in the Company's stock price, particularly notable during the second quarter, led to an increase in the fair value of our debt-related warrant liability,” said Gregory S. Lea, Senior Vice President and Chief Financial Officer of Enteromedics. “Under GAAP, the resulting increase in this liability is recorded as a non-cash expense during the corresponding three and six month periods.”

“Enteromedics continues to move toward the unblinding of our EMPOWER pivotal study of VBLOC Therapy, delivered by the Maestro System, in patients with obesity. We expect to announce top-level results from this study in the fourth quarter,” said President and CEO Mark B. Knudson, Ph.D. “As we approach this significant milestone, we continue to prepare for the regulatory steps ahead and have increased our focus on our commercialization strategy, adding Nicholas Teti as a consultant to assist with that effort.”

## About EnteroMedics Inc.

EnteroMedics is a development stage medical device company focused on the design and development of devices that use neuroblocking technology to treat obesity and other gastrointestinal disorders. EnteroMedics' proprietary neuroblocking technology, VBLOC® vagal blocking therapy, is designed to intermittently block the vagus nerves using high-frequency, low-energy, electrical impulses. EnteroMedics has met its enrollment goal under an FDA-approved Investigational Device Exemption (IDE) for the EMPOWER™ Study using the Maestro® System, its initial product for the treatment of obesity. EnteroMedics is currently recruiting patients outside of the United States for a feasibility study examining VBLOC Therapy's effects on blood glucose levels in diabetic patients. For more information, visit [www.enteromedics.com](http://www.enteromedics.com).

### Forward-Looking Safe Harbor Statement:

This press release contains forward-looking statements about EnteroMedics Inc. Our actual results could differ materially from those discussed due to known and unknown risks, uncertainties and other factors including our limited history of operations, our losses since inception and for the foreseeable future; our lack of regulatory approval for our Maestro® System for the treatment of obesity; our inability to complete our EMPOWER™ pivotal trial and other clinical trials, or significant delays in the completion of our clinical trials; our ability to timely commercialize our Maestro System; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for any modifications to our Maestro System; physician adoption of our Maestro System and VBLOC® vagal blocking therapy; our ability to obtain third party coding, coverage or payment levels; ongoing regulatory compliance; our dependence on third party manufacturers and suppliers; the successful development of our sales and marketing capabilities; our ability to raise additional capital when needed; our ability to attract and retain management and other personnel and to manage our growth effectively; potential product liability claims; potential healthcare fraud and abuse claims; potential healthcare legislative reform and our ability to obtain and maintain intellectual property protection for our technology and products. These and additional risks and uncertainties are described more fully in the Company's filings with the Securities and Exchange Commission, particularly those factors identified as "risk factors" in the Company's Form 10-K dated March 12, 2009. We are providing this information as of the date of this press release and do not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

Caution-Investigational device. Limited by U.S. Federal law to investigational use.

The implantation procedure and usage of the Maestro® System carry some risks, such as the risk generally associated with laparoscopic procedures and those related to treatment as described in the EMPOWER™ clinical trial informed consent.

(See attached table)

**ENTEROMEDICS INC.**  
(A Development Stage Company)  
Condensed Consolidated Statements of Operations (unaudited)  
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Operating expenses:				
Research and development	\$ 4,065	\$ 8,911	\$ 7,856	\$ 15,094
Selling, general and administrative	2,169	2,315	4,075	4,647
Total operating expenses	6,234	11,226	11,931	19,741
Loss from operations	(6,234)	(11,226)	(11,931)	(19,741)
Other income (expense), net	(4,127)	(128)	(5,100)	(112)
Net loss	<u><u>\$ (10,362)</u></u>	<u><u>\$ (11,354)</u></u>	<u><u>\$ (17,031)</u></u>	<u><u>\$ (19,853)</u></u>
Net loss per share - basic and diluted	<u><u>\$ (0.34)</u></u>	<u><u>\$ (0.68)</u></u>	<u><u>\$ (0.65)</u></u>	<u><u>\$ (1.18)</u></u>
Shares used to compute basic and diluted net loss per share	<u><u>30,034</u></u>	<u><u>16,810</u></u>	<u><u>26,114</u></u>	<u><u>16,804</u></u>

**ENTEROMEDICS INC.**  
(A Development Stage Company)  
Condensed Consolidated Balance Sheets (unaudited)  
(in thousands)

	<u>June 30, 2009</u>	<u>December 31, 2008</u>
<b>ASSETS</b>		
Cash, cash equivalents and short-term investments	\$34,849	\$ 26,295
Prepaid expenses and other current assets	486	499
Property and equipment, net	1,100	1,264
Other assets	184	221
Total assets	<u>\$36,619</u>	<u>\$ 28,279</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Accounts payable	\$ 138	\$ 163
Debt	18,510	13,670
Other liabilities	8,677	3,040
Total liabilities	<u>27,325</u>	<u>16,874</u>
Stockholders' equity	<u>9,294</u>	<u>11,405</u>
Total liabilities and stockholders' equity	<u>\$36,619</u>	<u>\$ 28,279</u>

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