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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) Previous Names X None Entity Type

0001371217

Name of Issuer

EnteroMedics Inc

- X Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- X Over Five Years Ago
- Within Last Five Years (Specify Year)
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

EnteroMedics Inc

Street Address 1

2800 Patton Road

Street Address 2

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

St. Paul MN 55113 651-634-3003

3. Related Persons

Last Name First Name Middle Name

Knudson Mark B

Street Address 1 Street Address 2

2800 Patton Road

City State/Province/Country ZIP/PostalCode

St Paul MN 55113

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Friedman Catherine

Street Address 1 Street Address 2

2800 Patton Road

City State/Province/Country ZIP/PostalCode

St Paul MN 55113

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Goldfischer	Carl	
Street Address 1	Street Address 2	
Bay City Capital LLC	750 Battery Street	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CA	94111
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Evnin	Luke	
Street Address 1	Street Address 2	
c/o MPM Asset Management	200 CLARENDON ST., 54TH FL	
City	State/Province/Country	ZIP/PostalCode
Boston	MA	02116
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Griffin	Bobby	Ivan
Street Address 1	Street Address 2	
2800 Patton Road		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Harrison	Donald	C
Street Address 1	Street Address 2	
2800 Patton Road		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Klingenstein	Paul	
Street Address 1	Street Address 2	
C/O Aberdare Ventures	One Embarcadero Center, Ste 4000	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CA	94111
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Koskinas	Ellen	
Street Address 1	Street Address 2	
C/O Interwest Partners	2710 Sand Hill Road, 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CA	94025

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Teti	Nicholas	L
Street Address 1	Street Address 2	
2800 Patton Road		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tremmel	Jon	T
Street Address 1	Street Address 2	
2800 Patton Raod		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lea	Greg	S
Street Address 1	Street Address 2	
2800 Patton Road		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Donders	Adrianus	Jos
Street Address 1	Street Address 2	
2800 Patton Road		
City	State/Province/Country	ZIP/PostalCode
St Paul	MN	55113

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture
Banking & Financial Services
 Commercial Banking
 Insurance
 Investing
 Investment Banking
 Pooled Investment Fund
Is the issuer registered as
an investment company under

Health Care
 Biotechnology
 Health Insurance
 Hospitals & Physicians
 Pharmaceuticals
 Other Health Care
Manufacturing
Real Estate

Retailing
Restaurants
Technology
 Computers
 Telecommunications
 Other Technology
Travel
 Airlines & Airports

the Investment Company Act of 1940?
 Yes No
 Other Banking & Financial Services
 Business Services
 Energy
 Coal Mining
 Electric Utilities
 Energy Conservation
 Environmental Services
 Oil & Gas
 Other Energy

Commercial
 Construction
 REITS & Finance
 Residential
 Other Real Estate

Lodging & Conventions
 Tourism & Travel Services
 Other Travel
 Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2009-02-19 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$5,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Canaccord Adams Inc.	1020	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

Street Address 1

Street Address 2

99 High Street	12th Floor	
City	State/Province/Country	ZIP/Postal Code
Boston	MA	02110
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States <input checked="" type="checkbox"/> Foreign/non-US <input type="checkbox"/>	

CA
 FL
 MD
 MA
 MN

13. Offering and Sales Amounts

Total Offering Amount \$16,855,280 USD or Indefinite
Total Amount Sold \$15,896,351 USD
Total Remaining to be Sold \$958,929 USD or Indefinite

Clarification of Response (if Necessary):

Offering Closed

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$617,444 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EnteroMedics Inc.	/s/ Greg S Lea	Greg S Lea	CFO	2009-02-27

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.