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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: January 6, 2016  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 6, 2016, EnteroMedics Inc. (the “Company”) announced that it was reorganizing its commercial operations group, effective January 6, 2016, including the appointment of several senior level officers. In connection with the appointments, Brad Hancock, the Company’s Chief Commercial Officer since 2014, will step down from his role at the Company.

(c) In connection with the reorganization of its commercial organization, the Company announced three senior level appointments include Paul Hickey as Senior Vice President of Marketing and Reimbursement, Naqeeb “Nick” Ansari as Senior Vice President of Sales, and Peter Delange as Senior Vice President of Operations and Business Development (collectively, the “New Executives”). As part of the new structure, Greg Lea, the Company’s current Chief Financial and Chief Operating Officer, has been named Chief Financial Officer and Chief Compliance Officer.

The Company announced the reorganization and the appointments in a press release issued on January 6, 2016. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Mr. Hickey, age 51, has over 15 years of experience as a medical device executive, most recently having served as Chief Executive Officer of Pantheon Spinal, LLC, a small spine implant start-up company based in Austin, Texas, since 2014. Prior to Pantheon, he spent three years as Senior Vice President, Global Commercialization at Lanx, Inc., which was acquired by Biomet Spine in 2013, where he oversaw marketing, clinical reimbursement and R&D. Mr. Hickey also spent 17 years at Zimmer-Spine where he held numerous marketing and developments positions, most recently as Vice President, Global R&D and Emerging Technology from 2004 to 2008.

Mr. Ansari, age 54, has over 20 years in the medical device industry, having held various senior sales positions at Stryker Corporation, DePuy, Medtronic, Inc., Lanx. and Globus Medical Inc. Prior to joining the Company, he spent two years as the owner of an independent distributor of solely Biomet products. Prior to this, he served as Senior Vice President of Sales at Lanx from 2010 to 2013.

Mr. Delange, age 46, has spent the last 11 years as the owner and President of Devicex, LLC, a medical devices engineering development company, which was sold in 2015. Since 2011, Mr. Delange has also served as a Co-Founder and Board Member of FocusStart LLC, an early stage technology development company utilizing a capital efficient business model to advance medical technology. Prior to Devicex, he held software engineer and product development positions at numerous companies, including Acist Medical Systems, Inc., Nellcor Puritan Bennett, Emerson EMC and Quester Technology Inc. Mr. Delange also serves as chairman of the board of Excelen, a non-profit orthopedic research organization.

There are no arrangements or understandings between the New Executives and any other person pursuant to which the New Executives were appointed to their respective positions at the Company. The New Executives do not have a direct or indirect material interest in any currently proposed transaction to which the Company is a party, nor have the New Executives had a direct or indirect material interest in any such transaction since the beginning of the Company’s fiscal year.

The New Executives do not have family relationships with any other officer or director of the Company. Neither the New Executives nor any immediate family member of the New Executives have a material interest in any transaction with the Company involving the payment or receipt of at least \$120,000.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 6, 2016, the Company filed a Certificate of Amendment to its Fifth Amended and Restated Certificate of Incorporation (the "Certificate") with the Secretary of State of the State of Delaware to effect a one (1) for fifteen (15) reverse split of the Company's outstanding common stock, \$0.01 par value per share (the "Reverse Stock Split"). The Reverse Stock Split also decreased the number of shares of common stock authorized by the Certificate proportionately, and proportional adjustments were made to the Company's outstanding stock options and warrants as well. The Reverse Stock Split did not affect the par value of the Company's stock or the number of shares of preferred stock authorized by the Certificate.

The Reverse Stock Split became effective after the close of market on January 6, 2016 and was effective for trading purposes upon the commencement of trading on January 7, 2016, at which point the Company's common stock began trading on a split adjusted basis on the NASDAQ Capital Market.

Additionally, effective immediately after the effectiveness of the Reverse Stock Split, the Company filed a Certificate of Amendment to the Certificate to increase the number of shares of the Company's common stock authorized for issuance to 150 million shares.

A copy of the Certificates of Amendment to the Certificate are attached as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 8.01 Other Events.**

As described under Item 5.03 above, on January 6, 2016 the Company effected a one (1) for fifteen (15) reverse split of its common stock. As previously disclosed on a Current Report on Form 8-K filed on December 23, 2015, the Company's stockholders approved the amendment of the Certificate at a special meeting held on December 21, 2015 in order to (i) effect a reverse split of the common stock at the discretion of the Company's Board of Directors and (ii) increase the shares of common stock authorized for issuance to 150 million shares, effective after the Reverse Stock Split. Effective as of December 22, 2015, the Board of Directors selected the one (1) for fifteen (15) reverse stock split ratio and authorized the implementation of the Reverse Stock Split.

As a result of the Reverse Stock Split, every fifteen (15) shares of pre-reverse stock split common stock of the Company will be combined and reclassified into one (1) share of common stock of the Company and proportional adjustments will be made to the Company's outstanding stock options and warrants. The Company will not issue any fractional shares as a result of the Reverse Stock Split. Instead, fractional shares of common stock will be rounded up to the nearest whole share and fractional stock options and warrants will be rounded down to the nearest whole share. After the Reverse Stock Split, the Company's common stock has a new CUSIP number: 29365M 307, but the par value and other terms of the common stock were not affected by the Reverse Stock Split.

The Company's transfer agent, Wells Fargo Bank N.A., is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation regarding a reverse stock split.
3.2	Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation regarding an increase in the authorized shares.
99.1	Press Release dated January 6, 2016.

**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

Chief Financial Officer and Chief Compliance Officer

Date: January 7, 2016

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation regarding a reverse stock split.
3.2	Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation regarding an increase in the authorized shares.
99.1	Press Release dated January 6, 2016.

**CERTIFICATE OF AMENDMENT  
TO THE  
FIFTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ENTEROMEDICS INC.**

I, Greg S. Lea, the Chief Financial Officer and Chief Operating Officer of EnteroMedics Inc. (the “*Corporation*”), a corporation duly organized and existing under the Delaware General Corporation Law (the “*DGCL*”), do hereby certify on behalf of the Corporation as of January 6, 2016 that:

**First.** The amendments to the Corporation’s Fifth Amended and Restated Certificate of Incorporation set forth below were duly adopted and approved by the Board of Directors at a meeting of the Board of Directors held on December 22, 2015, in accordance with the provisions of Section 242 of the DGCL and were approved by the stockholders at a special meeting of the Corporation’s stockholders, duly called and held on December 21, 2015 upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments and such approval has not been subsequently modified or rescinded.

**Second.** The Fifth Amended and Restated Certificate of Incorporation is hereby amended by amending and restating Section 1 of Article IV:

“1. Authorized Stock. The Corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock, par value \$0.01 per share, and Common Stock, par value \$0.01 per share. The total number of shares of Preferred Stock authorized is 5,000,000. The total number of shares of Common Stock authorized is 13,333,334.”

**Third.** The Fifth Amended and Restated Certificate of Incorporation is hereby amended by amending and restating Section 4 of Article IV:

“4. Reverse Stock Split. Upon the filing and effectiveness (the “*Effective Time*”) pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation of the Corporation, each fifteen (15) shares of Common Stock, par value \$0.01 (the “*Old Common Stock*”) either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.01 per share (the “*New Common Stock*”). The Corporation shall, through its transfer agent, provide a book-entry statement reflecting the number of shares of New Common Stock to which the holder is entitled following a reverse stock split to holders of Old Common Stock. From and after the Effective Time, certificates representing shares of Old Common Stock are hereby canceled and shall represent only the right of holders thereof to receive New Common Stock. The Corporation shall not issue fractional shares of New Common Stock. The reverse stock split shall not increase or decrease the amount of stated capital or paid-in surplus of the Corporation, provided that any

fractional share that would otherwise be issuable as a result of the reverse stock split shall be rounded up to the nearest whole share of New Common Stock. From and after the Effective Time, the term “New Common Stock” as used in this Article IV shall mean common stock as provided in the Fifth Amended and Restated Certificate of Incorporation.”

**Fourth.** The effective time of the above amendments will be January 6, 2016 at 4:01 p.m. Eastern Time.

**Fifth.** Except as herein amended, the Corporation’s Fifth Amended and Restated Certificate of Incorporation shall remain in full force and effect.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has hereunto executed this Certificate of Amendment as of the date first written above.

**ENTEROMEDICS INC.**

/s/ Greg S. Lea

Greg S. Lea

Chief Financial Officer and Chief Operating Officer

*[Signature Page to Certificate of Amendment]*

**CERTIFICATE OF AMENDMENT  
TO THE  
FIFTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ENTEROMEDICS INC.**

I, Greg S. Lea, the Chief Financial Officer and Chief Operating Officer of EnteroMedics Inc. (the “*Corporation*”), a corporation duly organized and existing under the Delaware General Corporation Law (the “*DGCL*”), do hereby certify on behalf of the Corporation as of January 6, 2016 that:

**First.** The amendment to the Corporation’s Fifth Amended and Restated Certificate of Incorporation set forth below was duly adopted and approved by the Board of Directors at a meeting of the Board of Directors held on October 19, 2015, in accordance with the provisions of Section 242 of the DGCL and was approved by the stockholders at a special meeting of the Corporation’s stockholders, duly called and held on December 21, 2015 upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment and such approval has not been subsequently modified or rescinded.

**Second.** The Fifth Amended and Restated Certificate of Incorporation is hereby amended by amending and restating Section 1 of Article IV:

“1. Authorized Stock. The Corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock, par value \$0.01 per share, and Common Stock, par value \$0.01 per share. The total number of shares of Preferred Stock authorized is 5,000,000. The total number of shares of Common Stock authorized is 150,000,000.”

**Third.** The effective time of the above amendment will be January 6, 2016 at 4:02 p.m. Eastern Time.

**Fourth.** Except as herein amended, the Corporation’s Fifth Amended and Restated Certificate of Incorporation shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has hereunto executed this Certificate of Amendment as of the date first written above.

**ENTEROMEDICS INC.**

/s/ Greg S. Lea

Greg S. Lea

Chief Financial Officer and Chief Operating Officer

*[Signature Page to Certificate of Amendment]*

**Media Contact:**

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Chief Financial Officer  
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**EnteroMedics Announces Senior Level Appointments, New Commercial  
Operations Organization Structure**

**ST. PAUL, Minnesota, January 6, 2016** – EnteroMedics Inc. (NASDAQ: ETRM), the developer of medical devices using neuroblocking technology to treat obesity, metabolic diseases and other gastrointestinal disorders, today announced senior level appointments within its newly reorganized commercial operations group. The appointments include Paul Hickey as Senior Vice President of Marketing and Reimbursement, Nick Ansari as Senior Vice President of Sales, and Peter Delange as Senior Vice President of Operations and Business Development. With the addition of these new roles, EnteroMedics is shifting its commercial organization toward several, highly focused commercial areas headed by executives with significant leadership experience.

As part of the new structure, Greg Lea, Chief Financial Officer and Chief Operating Officer, has been named Chief Financial Officer and Chief Compliance Officer. In his new role, Mr. Lea will manage the Human Resources, Investor Relations, Public Relations and Regulatory functions, in addition to Finance. Brad Hancock, Chief Commercial Officer since 2014, will step down from his role at the Company to pursue other opportunities.

“Under our new structure, EnteroMedics is putting highly focused executives in charge of all key commercial functions, including sales, marketing, reimbursement and operations, positioning us for success as we execute against our near- and long-term goals with vBloc Therapy as a treatment for obesity,” said Dan W. Gladney, President and Chief Executive Officer of EnteroMedics. “As part of this effort, we are delighted to be joined by proven executives in Paul, Nick and Pete. Each brings a wealth of expertise and enthusiasm for our technology, our company and the market opportunities for growth.” Mr. Gladney added: “We want to thank Brad for his hard work and contributions in building a strong foundation for the vBloc commercial organization.”

Mr. Hickey joins EnteroMedics with over 15 years of experience as a medical device executive, most recently having served as Chief Executive Officer of Pantheon Spinal, a small spine implant start-up company based in Austin, Texas, since 2014. Prior to Pantheon, he spent three years as Senior Vice President, Global Commercialization at Lanx, which was acquired by Biomet Spine in 2013, where he

oversaw marketing, clinical reimbursement and R&D. Mr. Hickey also spent 17 years at Zimmer-Spine where he held numerous marketing and development positions, most recently as Vice President, Global R&D and Emerging Technology from 2004-2008.

Mr. Ansari joins EnteroMedics with over 20 years in the medical device industry, having held various senior sales positions at Stryker, DePuy, Medtronic, Lanx and Globus Medical. Prior to EnteroMedics, he spent two years as the owner of an independent distributor for Biomet products. Prior to this, he served as Senior Vice President of Sales at Lanx from 2010 to 2013. Mr. Ansari has a strong background in launching new technologies and developing long-term relationships with customers.

Mr. Delange has spent the last 11 years as the owner and President of Devicex, a medical devices engineering development company sold in 2015. At Devicex, he contracted with large medical device companies and worked closely with individual surgeons to develop new technologies. Since 2011, Mr. Delange has also served as a Co-Founder and Board Member of FocusStart, an early stage technology development company utilizing a capital efficient business model to advance medical technology. Prior to Devicex, he held software engineer and product development positions at numerous companies including Acist Medical Systems, Nellcor Puritan Bennett, Emerson EMC and Quester Technology.

#### **About EnteroMedics Inc.**

EnteroMedics is a medical device company focused on the development and commercialization of its neuroscience based technology to treat obesity and metabolic diseases. vBloc® Neurometabolic Therapy, delivered by a pacemaker-like device called the Maestro® Rechargeable System, is designed to intermittently block the vagus nerves using high-frequency, low-energy, electrical impulses. EnteroMedics' Maestro Rechargeable System has received U.S. Food and Drug Administration approval, CE Mark and is listed on the Australian Register of Therapeutic Goods.

#### **Information about the Maestro® Rechargeable System and vBloc® Neurometabolic Therapy**

You should not have an implanted Maestro Rechargeable System if you have cirrhosis of the liver, high blood pressure in the veins of the liver, enlarged veins in your esophagus or a significant hiatal hernia of the stomach; if you need magnetic resonance imaging (MRI); if you have a permanently implanted, electrical medical device; or if you need a diathermy procedure using heat. The most common related adverse events that were experienced during clinical study of the Maestro Rechargeable System included pain, heartburn, nausea, difficulty swallowing, belching, wound redness or irritation, and constipation.

Talk with your doctor about the full risks and benefits of vBloc Therapy and the Maestro Rechargeable System. For additional prescribing information, please visit [www.enteromedics.com](http://www.enteromedics.com).

If you are interested in learning more about vBloc Therapy, please visit [www.vbloc.com](http://www.vbloc.com) or call 1-800-MY-VBLOC.

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**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 commercial sales experience with our Maestro® Rechargeable System for the treatment of obesity in the United States or in any foreign market other than Australia and the European Community; our ability to comply with the Nasdaq continued listing requirements; our ability to 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® Neurometabolic 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; international commercialization and operation; 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; 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 annual report on Form 10-K filed March 13, 2015. 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.