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

FORM 8-K

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

**Date of Report: January 11, 2016
(Date of earliest event reported)**

ENTEROMEDICS INC.
(Exact name of registrant as specified in its charter)

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)

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 8.01 Other Events.

On January 11, 2016, EnteroMedics Inc. (the "Company") completed the second of the three closings (the "Second Closing") of the Company's senior convertible note and warrant offering (the "Offering"). Pursuant to the securities purchase agreement (the "Purchase Agreement"), dated November 4, 2015, between the Company and the buyers listed therein (the "Buyers"), at the Second Closing, the Company issued and sold 7% senior convertible notes due 2017 with an aggregate principal amount of \$11.0 million to the Buyers, along with warrants initially exercisable for 861,842 shares at an exercise price of \$4.65 per share, as adjusted for the 1-for-15 reverse stock split effective as of January 6, 2016. The Company received aggregate gross proceeds of \$11.0 million at the Second Closing.

As previously disclosed on a Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on November 9, 2015, the first of the Offering's three closings occurred on November 9, 2015. Pursuant to the Purchase Agreement, the third and final closing will take place 45 days after the Second Closing, on February 25, 2016. Further information on the terms of the Offering can be found on the Company's Current Report on Form 8-K filed with the SEC on November 5, 2015.

On January 13, 2016, the Company issued a press release announcing the Second Closing. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 13, 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 13, 2016

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release dated January 13, 2016.



Media Contact:
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Argot Partners
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eliza@argotpartners.com

Investor Contact:
Greg S. Lea
Chief Financial Officer
EnteroMedics Inc.
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**EnteroMedics Announces Closing of \$11 Million Tranche from
Previously-Announced Convertible Notes Offering**

ST. PAUL, Minnesota, January 13, 2016 – EnteroMedics Inc. (NASDAQ: ETRM), the developer of medical devices using neuroblocking technology to treat obesity, metabolic diseases and other gastrointestinal disorders, today announced that the second tranche of the \$25 million Senior Amortizing Convertible Notes (the “Notes”) offering announced on November 5, 2015, has closed, for proceeds of \$11 million. EnteroMedics received \$1.5 million at the initial closing on November 9, 2015. The third and final tranche, for proceeds of \$12.5 million, is scheduled to fund in approximately 45 days. The Company intends to use the net proceeds from this offering to continue its commercialization efforts for the Maestro Rechargeable System, for clinical and product development activities and for other working capital and general corporate purposes.

The Notes are payable in monthly installments, accrue interest at a rate of 7.0% per annum from the date of issuance and will mature 24 months after the initial closing. At each monthly installment date, the Notes may be repaid, at the Company’s election, in either cash or shares of the Company’s common stock at a discount to the then-current market price. The Notes are also convertible from time to time, at the election of the holders, into shares of the Company’s common stock at an initial conversion price of \$4.35 per share (split adjusted). Additionally, in connection with each issuance of the Notes, the Company will also issue to the investors warrants to purchase a certain number of shares of common stock equal to approximately 30% of the number of shares that would be issued if the principal were converted. The warrants are callable under certain circumstances.

Northland Securities, Inc. acted as exclusive placement agent for the offering.

The securities were offered by the Company pursuant to an effective shelf registration statement on Form S-3 (File No. 333-195855) and a second registration statement on Form S-3 (File No. 333-205353), which were declared effective by the U.S. Securities and Exchange Commission (the “SEC”) as of May 22, 2014 and June 30, 2015, respectively. A prospectus supplement and accompanying base prospectus relating to the offering may be obtained at the SEC’s website, <http://www.sec.gov> or by contacting Northland Securities, Inc. at 45 South Seventh Street, Suite 2000, Minneapolis, MN 55402, or by calling toll free 800-851-2920, or by e-mail at apafko@northlandcapitalmarkets.com.

This news release does not and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale is unlawful. The shares of common stock and warrants may only be offered by means of a prospectus.

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.

If you are interested in learning more about vBloc Therapy, please visit www.vbloc.com or call 1-800-MY-VBLOC.

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.