
**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: February 17, 2017
(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.

Nasdaq Compliance

On February 21, 2017, EnteroMedics Inc. (the “Company”) issued a press release announcing that the Company received a letter on February 17, 2017 from the Listing Qualifications Staff (the “Staff”) of The NASDAQ Stock Market LLC (“Nasdaq”) stating that the Staff had determined that the Company was again in compliance with Nasdaq Listing Rule 5550(b) (the “Rule”) after the closing of the Company’s underwritten public offering of units for gross proceeds of \$19.0 million on January 23, 2017. The letter further stated that the Company has evidenced compliance with all requirements for continued listing on The Nasdaq Capital Market and the matter is now closed. The Company had previously disclosed on a Current Report on Form 8-K filed on May 13, 2016 that the Company was not in compliance with the Rule because it did not have stockholders’ equity of at least \$2.5 million.

As previously disclosed on a Current Report on Form 8-K filed on January 31, 2017, the Company attended a hearing before a Nasdaq Listing Qualifications Panel (the “Panel”) on January 12, 2017 related to the Company’s previously reported non-compliance with the Rule and Nasdaq’s \$1.00 per share bid price requirements. On January 30, 2017, the Panel issued a decision deeming the Company in compliance with the \$1.00 per share bid price requirement and requiring the Company to make a filing demonstrating its return to compliance with the minimum shareholders’ equity requirement following the closing of the underwritten public offering referenced above. As required by the Panel, the Current Report on Form 8-K filed on January 31, 2017 stated that the Company was again in compliance with the Rule.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Earnings Release Conference Call

Pursuant to the press release issued on February 21, 2017, the Company announced that it will host a conference call on Tuesday, March 7, 2017 at 11:00 AM Eastern Time to discuss financial results for the fourth quarter ended December 31, 2016 and to provide an update on the commercialization of the Company's vBloc® Neurometabolic Therapy.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 21, 2017

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/ Scott P. Youngstrom
Scott P. Youngstrom
Chief Financial Officer and Chief Compliance Officer

Date: February 21, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 21, 2017



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Enteromedics Regains Compliance With Nasdaq Listing Requirement

- Company to Host Fourth Quarter 2016 Financial Results and Commercial Update Conference Call on Tuesday, March 7, 2017 at 11:00 AM ET -

ST. PAUL, Minnesota, February 21, 2017 – Enteromedics Inc. (NASDAQ:ETRM), the developer of medical devices using neuroblocking technology to treat obesity, metabolic diseases and other gastrointestinal disorders, today announced that on February 17, 2017, Nasdaq issued a determination that the company has evidenced compliance with all requirements for continued listing on The Nasdaq Capital Market and, accordingly, the listing qualifications matter has been closed.

The Company also announced that it will host a conference call on Tuesday, March 7, 2017 at 11:00 AM Eastern Time to discuss financial results for the fourth quarter ended December 31, 2016 and to provide an update on the commercialization of the Company's vBloc® Neurometabolic Therapy.

Conference Call Details

The conference call may be accessed by dialing (877) 280-7473 (U.S. and Canada) or (707) 287-9370 (international), and entering passcode 75853218. A replay of the call will be available from March 7, 2017 at 2:00 PM Eastern Time through March 14, 2017 at 3:00 PM Eastern Time by dialing (855) 859-2056 (U.S. and Canada) or (404) 537-3406 (international) and entering passcode 75853218.

To access the live webcast, visit the events page of the investor relations section of Enteromedics' website at www.enteromedics.com. A replay of the webcast will be available immediately after the conference call.

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 vBloc® System, is designed to intermittently

block the vagus nerves using high-frequency, low-energy, electrical impulses. EnteroMedics' vBloc® System has received U.S. Food and Drug Administration approval and CE Mark.

Information about the vBloc® System and vBloc® Neurometabolic Therapy

You should not have an implanted vBloc® 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 vBloc 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 vBloc System. For additional prescribing information, please visit www.enteromedics.com.

If you are interested in learning more about vBloc Neurometabolic 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 limited commercial sales experience with our vBloc® 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 maintain compliance with the Nasdaq continued listing requirements; our ability to commercialize our vBloc® System; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for any modifications to our vBloc® System; physician adoption of our vBloc® 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 28, 2016. 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.
