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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: February 4, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 4, 2009, the Compensation Committee of the Board of Directors of EnteroMedics Inc. (the "Company") established and approved certain objectives under the Company's Management Incentive Plan, as amended (the "Plan"). A summary of the Plan is attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 12, 2008.

The performance objectives under the Plan include individual as well as corporate performance components for all participants except the Chief Executive Officer whose bonus is based entirely on corporate performance objectives. The corporate performance objectives are set separately and specifically for each participating executive officer by the Compensation Committee during the first quarter of the fiscal year. The individual performance objectives are set separately and specifically for each participating executive officer by the Chief Executive Officer during the first quarter of the fiscal year. With respect to the corporate performance component, on February 4, 2009, the Compensation Committee established objectives for both the "Base Plan" and the "Incremental Plan". Pursuant to the Plan, if participants achieve the designated "Base Plan" objectives, they will be entitled to receive a bonus equal to a "Base Plan" percentage of their base salary for the year. In addition to the Base Plan bonus amount, participants in the plan are also eligible to receive an additional bonus equal to the designated "Incremental Plan" percentage of their base salary if certain additional "Incremental Plan" objectives are achieved.

The "Base Plan" corporate performance established by the Compensation Committee for fiscal year 2009 consist of: (i) the achievement of certain results for the Company's U.S. pivotal trial of the Maestro System, the EMPOWER trial, including the submission of the Company's premarket approval, or PMA, application for the Maestro System in fiscal 2009, (ii) publication of certain sub-study results relating to type 2 diabetes and hypertension in the Company's VBLOC-RF2 feasibility study in 2009, (iii) establishment of certain sales and marketing objectives, (iv) the achievement of the fiscal capital plan, and (v) the achievement of certain approvals necessary for future clinical trials. The "Incremental Plan" corporate performance objectives for fiscal year 2009 consist of: (i) the achievement of objectives for the release of certain EMPOWER clinical trial data, (ii) the achievement of the secondary endpoint for excess weight loss measured from implant in the EMPOWER trial, and (iii) submission of certain PMA modules at plan submission dates. The Incremental Plan Objectives are designed as an extension of certain Base Plan objectives in order to provide additional incentive for achievement. In the event that some, but not all, of the "Base Plan" or "Incremental Plan" corporate goals are achieved, the Compensation Committee, in its discretion, may determine to award partial or full payment of annual cash incentive compensation.

**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: February 10, 2009