

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDFISCHER CARL</u> (Last) (First) (Middle) <u>C/O BAY CITY CAPITAL LLC</u> <u>750 BATTERY STREET, SUITE 400</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EnteroMedics Inc [ETRM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								320,064 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock								6,899 ⁽¹⁾	I	See Footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrant	\$32.85 ⁽¹⁾							06/13/2011	06/13/2016	Common Stock	110,942	110,942	D ⁽²⁾	
Common Stock Warrant	\$32.85 ⁽¹⁾							06/13/2011	06/13/2016	Common Stock	2,391	2,391	D ⁽³⁾	
Common Stock Warrant	\$28.5 ⁽¹⁾							09/23/2011	09/28/2016	Common Stock	10,963	10,963	D ⁽²⁾	
Common Stock Warrant	\$28.5 ⁽¹⁾							09/23/2011	09/28/2016	Common Stock	236	236	D ⁽³⁾	
Stock Option (Right to Buy)	\$720.15 ⁽¹⁾							(4)	03/24/2018	Common Stock	277	277	D	
Stock Option (Right to Buy)	\$173.7 ⁽¹⁾							(4)	05/04/2019	Common Stock	111	111	D	
Stock Option (Right to Buy)	\$37.8 ⁽¹⁾							(5)	05/06/2020	Common Stock	111	111	D	
Stock Option (Right to Buy)	\$39.45 ⁽¹⁾							(6)	05/05/2021	Common Stock	666	666	D	
Stock Option (Right to Buy)	\$41.55 ⁽¹⁾							(7)	05/09/2022	Common Stock	666	666	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.2 ⁽¹⁾							(8)	05/08/2023	Common Stock	666		666	D	
Stock Option (Right to Buy)	\$27.6 ⁽¹⁾							(9)	05/07/2024	Common Stock	1,666		1,666	D	
Stock Option (Right to Buy)	\$16.8 ⁽¹⁾							(10)	05/06/2025	Common Stock	1,666		1,666	D	
Stock Option (Right to Buy)	\$16.8 ⁽¹⁾							(11)	05/06/2025	Common Stock	1,666		1,666	D	
Stock Option (Right to Buy)	\$0.75	05/04/2016		A		3,000		(12)	05/04/2026	Common Stock	3,000	\$0.00	3,000	D	

Explanation of Responses:

- On January 6, 2016, EnteroMedics Inc. effected a 1-for-15 reverse stock split of its issued and outstanding shares of common stock, par value \$0.01 per share, resulting in a proportional decrease in the total shares of common stock beneficially owned by the reporting person. All previously reported exercise prices, option grants and similar instruments convertible into common stock were proportionally adjusted to reflect the reverse split.
- Represent shares held by Bay City Capital Fund IV, L.P. ("Fund IV"), including the shares held by Dr. Goldfischer; and indirect interests of Bay City Capital LLC ("BCC"), the manager of Bay City Capital Management IV LLC ("Management IV"), and Management IV, the general partner of Fund IV. Dr. Goldfischer is Managing Director of BCC. Dr. Goldfischer, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
- Represent shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. ("Co-Investment IV"), including the shares held by Dr. Goldfischer; and indirect interests of BCC, the manager of Management IV, and Management IV, the general partner of Co-Investment IV. Dr. Goldfischer, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
- 25% of the shares shall vest immediately, and the remaining shares shall vest 1/36 per month thereafter, as long as the reporting person remains a director of the company.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month over the three (3) year period measured from the date of grant, May 6, 2010.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month over the three (3) year period measured from the date of grant, May 5, 2011.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month over the three (3) year period measured from the date of grant, May 9, 2012.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month over the three (3) year period measured from the date of grant, May 8, 2013.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month over the three (3) year period measured from the date of grant, May 7, 2014.
- 25% of the shares are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month beginning on June 6, 2015 and ending on May 6, 2018.
- 100% of the shares subject to the option vest in successive installments of 1/12th per month beginning on June 6, 2015 and ending on May 6, 2016.
- Vests immediately as to 25% on date noted and thereafter in successive equal installments of 1/36th per month.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Carl Goldfischer 05/17/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.