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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2008

Commission file number: 1-33818

ENTEROMEDICS INC.

(Exact name of registrant as specified in its charter)

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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

Non-accelerated filer (Do not check if a smaller reporting entity)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 30, 2008, 16,798,962 shares of the registrant's Common Stock were outstanding.

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Registered Trademarks and Trademark Applications: EnteroMedics™, Maestro™, VBLOC™ vagal blocking therapy and the EnteroMedics logo are trademarks of EnteroMedics Inc. and we have applied to register these trademarks in the United States. This Form 10-Q contains other trade names and service marks of EnteroMedics and of other companies.

PART I – FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

ENTEROMEDICS INC.
(A development stage company)

Condensed Consolidated Balance Sheets

(Unaudited)

| | March 31, 2008 | December 31, 2007 |
|---|----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 41,469,866 | \$ 48,732,309 |
| Short-term investments available for sale | 4,975,000 | 5,065,000 |
| Short-term investments held-to-maturity | 1,440,747 | 3,233,568 |
| Interest receivable | 24,850 | 53,177 |
| Other receivables | 13,513 | 43,135 |
| Prepaid expenses and other current assets | 702,862 | 426,718 |
| Total current assets | 48,626,838 | 57,553,907 |
| Property and equipment, net | 1,457,776 | 1,491,768 |
| Other assets | 5,000 | 5,000 |
| Total assets | <u>\$ 50,089,614</u> | <u>\$ 59,050,675</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|---|----------------------|----------------------|
| Current liabilities: | | |
| Current portion of notes payable | \$ 4,641,216 | \$ 5,081,025 |
| Accounts payable | 499,099 | 300,342 |
| Accrued expenses | 2,401,472 | 2,370,044 |
| Total current liabilities | 7,541,787 | 7,751,411 |
| Notes payable, less current portion (net discounts of \$477,096 and \$575,889 at March 31, 2008 and December 31, 2007, respectively) | 5,153,567 | 6,017,744 |
| Total liabilities | <u>12,695,354</u> | <u>13,769,155</u> |
| Stockholders' equity: | | |
| Common stock, \$0.01 par value 50,000,000 shares authorized; 16,798,962 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively | 167,990 | 167,990 |
| Additional paid-in capital | 109,194,442 | 108,588,601 |
| Deferred compensation | (36,667) | (41,667) |
| Deficit accumulated during development stage | (71,931,505) | (63,433,404) |
| Total stockholders' equity | <u>37,394,260</u> | <u>45,281,520</u> |
| Total liabilities and stockholders' equity | <u>\$ 50,089,614</u> | <u>\$ 59,050,675</u> |

See accompanying notes to condensed consolidated financial statements.

ENTEROMEDICS INC.
(A development stage company)
Condensed Consolidated Statements of Operations
(Unaudited)

| | <u>Three months ended March 31,</u> | | <u>Period from</u> |
|--|-------------------------------------|-----------------------|------------------------|
| | <u>2008</u> | <u>2007</u> | <u>December 19,</u> |
| | | | <u>2002</u> |
| | | | <u>(inception) to</u> |
| | | | <u>March 31, 2008</u> |
| Operating expenses: | | | |
| Research and development | \$ 6,182,965 | \$ 4,077,897 | \$ 54,537,973 |
| Selling, general and administrative | 2,332,509 | 1,347,983 | 17,011,573 |
| Total operating expenses | 8,515,474 | 5,425,880 | 71,549,546 |
| Other income (expense): | | | |
| Interest income | 495,906 | 415,318 | 3,333,053 |
| Interest expense | (446,289) | (136,789) | (3,239,836) |
| Change in value of the convertible preferred stock warrant liability | — | (244,075) | (354,907) |
| Other, net | (32,244) | (6,398) | (120,269) |
| Net loss | <u>\$ (8,498,101)</u> | <u>\$ (5,397,824)</u> | <u>\$ (71,931,505)</u> |
| Net loss per share – basic and diluted | <u>\$ (0.51)</u> | <u>\$ (9.16)</u> | |
| Shares used to compute basic and diluted net loss per share | <u>16,798,962</u> | <u>589,187</u> | |

See accompanying notes to condensed consolidated financial statements.

ENTEROMEDICS INC.
(A development stage company)

Condensed Consolidated Statements of Cash Flows

(Unaudited)

| | <u>Three months ended March 31,</u> | | <u>Period from</u> |
|---|-------------------------------------|---------------------|-----------------------|
| | <u>2008</u> | <u>2007</u> | <u>December 19,</u> |
| | | | <u>2002</u> |
| | | | <u>(inception) to</u> |
| | | | <u>March 31,</u> |
| | | | <u>2008</u> |
| Cash flows from operating activities: | | | |
| Net loss | \$ (8,498,101) | \$ (5,397,824) | \$ (71,931,505) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation | 126,665 | 67,440 | 769,561 |
| Loss on sale of equipment | — | — | 10,272 |
| Employee stock-based compensation | 722,944 | 81,821 | 1,653,733 |
| Nonemployee stock-based compensation | (112,103) | 162,733 | 3,003,506 |
| Amortization of commitment fees, debt issuance costs and original issue discount | 98,793 | 13,934 | 1,217,542 |
| Amortization of short-term investment discount | (21,342) | (59,281) | (326,618) |
| Change in carrying value of warrant liability | — | 244,075 | 354,907 |
| Change in operating assets and liabilities: | | | |
| Interest receivable | 28,327 | (31,753) | (24,850) |
| Other receivables | 29,622 | 22 | (13,513) |
| Prepaid expenses and other current assets | (276,144) | (247,185) | (702,862) |
| Other assets | — | (7,317) | (5,000) |
| Accounts payable | 191,590 | 173,647 | 491,932 |
| Accrued expenses | 31,428 | (343,738) | 2,401,472 |
| Accrued interest payable | — | — | 165,822 |
| Net cash used in operating activities | <u>(7,678,321)</u> | <u>(5,343,426)</u> | <u>(62,935,601)</u> |
| Cash flows from investing activities: | | | |
| Purchases of short-term investments available for sale | — | — | (5,755,000) |
| Maturities of short-term investments available for sale | 90,000 | 200,000 | 780,000 |
| Purchases of short-term investments held-to-maturity | (1,185,837) | (1,769,678) | (22,414,129) |
| Maturities of short-term investments held-to-maturity | 3,000,000 | 4,750,000 | 21,300,000 |
| Purchases of property and equipment | (85,506) | (270,718) | (2,230,442) |
| Net cash provided by (used in) investing activities | <u>1,818,657</u> | <u>2,909,604</u> | <u>(8,319,571)</u> |
| Cash flows from financing activities: | | | |
| Proceeds from stock options exercised | — | 10,738 | 74,233 |
| Proceeds from warrants issued | — | — | 15,657 |
| Proceeds from warrants exercised | — | — | 187,652 |
| Proceeds from sale of common stock, net of underwriting fees of \$3,074,315 | — | — | 40,874,977 |
| Common stock financing costs | — | — | (1,752,663) |
| Payment to shareholders for fractional shares upon reverse stock split | — | — | (355) |
| Proceeds from sale of Series A convertible preferred stock | — | — | 1,803,348 |
| Proceeds from sale of Series B convertible preferred stock | — | — | 15,300,002 |
| Series B convertible preferred stock financing costs | — | — | (111,079) |
| Proceeds from sale of Series C convertible preferred stock | — | — | 40,825,003 |
| Series C convertible preferred stock financing costs | — | — | (1,486,904) |
| Proceeds from convertible notes payable | — | — | 6,814,846 |
| Proceeds from notes payable | — | — | 15,831,121 |
| Repayments on notes payable | (1,402,779) | (640,654) | (5,559,242) |
| Debt issuance costs | — | — | (91,558) |
| Net cash provided by (used in) financing activities | <u>(1,402,779)</u> | <u>(629,916)</u> | <u>112,725,038</u> |
| Net increase (decrease) in cash and cash equivalents | <u>(7,262,443)</u> | <u>(3,063,738)</u> | <u>41,469,866</u> |
| Cash and cash equivalents: | | | |
| Beginning of period | 48,732,309 | 17,536,472 | — |
| End of period | <u>\$41,469,866</u> | <u>\$14,472,734</u> | <u>\$ 41,469,866</u> |
| Supplemental disclosure: | | | |
| Interest paid | \$ 341,928 | \$ 122,855 | \$ 1,875,685 |
| Noncash investing and financing activities: | | | |
| Cancellation of Alpha Medical, Inc. Series A convertible preferred stock and common stock | \$ — | \$ — | \$ (661,674) |
| Issuance of Beta Medical, Inc. Series A convertible preferred stock in exchange for Alpha Medical, Inc. Series A convertible preferred stock and common stock | — | — | 661,674 |
| Value of warrants issued with debt | — | — | 966,830 |
| Value of warrants issued for debt commitment | — | — | 636,250 |
| Value of warrants issued with Series C financing | — | — | 735,438 |
| Conversion of notes payable to Series B convertible preferred shares | — | — | 1,564,843 |
| Conversion of interest payable to Series B convertible preferred shares | — | — | 34,809 |
| Conversion of notes payable to Series C convertible preferred shares | — | — | 5,250,003 |
| Conversion of interest payable to Series C convertible preferred shares | — | — | 131,013 |

| | | | |
|--|---|---|-----------|
| Options issued for deferred compensation | — | — | 10,898 |
| Common stock issued to Mayo Foundation and for deferred compensation | — | — | 1,770,904 |
| Reclassification of convertible preferred stock warrant liability | — | — | 1,090,345 |
| Conversion of convertible preferred stock to common stock | — | — | 103,138 |

See accompanying notes to condensed consolidated financial statements.

EnteroMedics Inc.
(A development stage company)
Notes to Condensed Consolidated Financial Statements
(Unaudited)

(1) Summary of Significant Accounting Policies

Description of Business

EnteroMedics Inc. (formerly Beta Medical, Inc.) (the "Company") is developing implantable systems to treat obesity and other gastrointestinal disorders. The Company was incorporated in the state of Minnesota on December 19, 2002 and was reincorporated in Delaware on July 22, 2004. The Company is in the development stage and since inception has devoted substantially all of its resources to recruiting personnel, developing its product technology, obtaining patents to protect its intellectual property and raising capital, and has not derived revenues from its primary business activity. The Company is headquartered in St. Paul, Minnesota. In January 2006, the Company established EnteroMedics Europe Srl, a wholly-owned subsidiary located in Switzerland.

Since inception, EnteroMedics has incurred losses through March 31, 2008 totaling approximately \$71.9 million and has not generated positive cash flows from operations. The Company expects such losses to continue into the foreseeable future as it continues to develop and commercialize its technologies. The Company may need to obtain additional financing and there can be no assurance that the Company will be successful in obtaining additional financing on favorable terms, or at all. If adequate funds are not available, the Company may have to delay development or commercialization of products or license to third parties the rights to commercialize products or technologies that the Company would otherwise seek to commercialize.

Basis of Presentation

The Company has prepared the accompanying condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. The Company's fiscal year ends on December 31.

The accompanying condensed consolidated financial statements and notes thereto are unaudited. In the opinion of the Company's management, these statements include all adjustments, which are of a normal recurring nature, necessary to present a fair presentation. Interim results are not necessarily indicative of results for a full year. The condensed consolidated balance sheet as of December 31, 2007 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The information included in this Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Net Loss Per Share

Basic net loss per share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is based on the weighted-average common shares outstanding during the period plus dilutive potential common shares calculated using the treasury stock method. Such potentially dilutive shares are excluded when the effect would be to reduce a net loss per share. The Company's potential dilutive shares, which include outstanding common stock options, unvested common shares subject to repurchase, convertible preferred stock and warrants, have not been included in the computation of diluted net loss per share for all periods as the result would be anti-dilutive.

EnteroMedics Inc.
(A development stage company)
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

The following table sets forth the computation of basic and diluted net loss per share for the three months ended March 31, 2008 and 2007:

| | Three months ended March 31, | |
|--|---------------------------------|----------------|
| | 2008 | 2007 |
| Numerator: | | |
| Net loss | \$ (8,498,101) | \$ (5,397,824) |
| Denominator for historical and basic and diluted net loss per share: | | |
| Weighted-average common shares outstanding | 16,798,962 | 597,200 |
| Weighted-average unvested common shares subject to repurchase | — | (8,013) |
| Denominator for net loss per common share—basic and diluted | 16,798,962 | 589,187 |
| Net loss per share—basic and diluted | \$ (0.51) | \$ (9.16) |

The following table sets forth the potential shares of common stock that are not included in the calculation of diluted net loss per share because to do so would be anti-dilutive as of the end of each period presented:

| | Three months ended March 31, | |
|--|---------------------------------|------------|
| | 2008 | 2007 |
| Convertible preferred stock | — | 10,313,842 |
| Stock options outstanding | 3,230,734 | 1,733,385 |
| Warrants to purchase convertible preferred stock | — | 376,972 |
| Warrants to purchase common stock | 683,235 | 170,336 |

Recently Issued Accounting Standards

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), *Fair Value Measurements*, which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. SFAS 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS 157 was effective for the Company starting in fiscal 2008 with respect to financial assets and liabilities. The initial adoption of SFAS 157 on January 1, 2008 had no impact on the consolidated financial statements. With respect to non-financial assets and liabilities, SFAS 157 is effective for the Company starting in fiscal 2009. The Company has not determined the impact, if any, the adoption of this statement as it pertains to non-financial assets and liabilities will have on its consolidated financial statements.

The Company uses significant other observable inputs (level 2) to value its short-term investments available for sale. The fair market value of such instruments follows:

| | March 31, 2008 |
|---|-------------------|
| Short-term investments available for sale | \$ 4,975,000 |
| Total | \$ 4,975,000 |

EnteroMedics Inc.
(A development stage company)
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 (SFAS 159), *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The amendment to SFAS 115 applies to all entities with investments in available for sale or trading securities. SFAS 159 was effective for the Company starting on January 1, 2008, however, no assets or liabilities have currently been remeasured at fair value.

There have been no other significant changes in recent accounting pronouncements during the three months ended March 31, 2008 as compared to the recent accounting pronouncements described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

(2) Commitments

Operating Lease

The Company rents its office, warehouse and laboratory facilities under an operating lease, which expires on September 30, 2008. At March 31, 2008, future minimum payments under the lease are as follows:

| <u>Years ending December 31:</u> | |
|----------------------------------|-----------------|
| Remaining nine months in 2008 | \$69,576 |
| 2009 | — |
| | <u>\$69,576</u> |

(3) Notes Payable

The Company entered into a loan agreement on December 1, 2004 that provided for equipment loans and growth capital loans up to an aggregate original principal amount of \$250,000 and \$3,000,000, respectively, through June 30, 2005. The loan agreement was amended on September 29, 2005 providing for additional lender commitments for equipment loans and growth capital loans to the Company up to an aggregate original principal amount of \$500,000 and \$2,000,000, respectively.

On May 17, 2007 the Company entered into a \$15.0 million debt facility with the same lender of the other notes payable. The initial commitment under the debt facility was for \$10.0 million and allowed for two \$5.0 million draw periods, the first of which was required upon closing. The loan agreement was amended on August 28, 2007 to provide for two draw periods on the second \$5.0 million that was available to the Company under the terms of the original agreement. As amended, \$2.5 million was available to the Company through August 31, 2007 and the remaining \$2.5 million was available to the Company through October 31, 2007. The final \$5.0 million commitment is available to the Company under the terms of the debt facility through the end of 2008. The Company is not required to pay any additional equity consideration for this portion of the facility unless it is utilized.

The aggregate amount funded by the lender under the two debt facilities was \$15,746,121 at March 31, 2008.

EnteroMedics Inc.
(A development stage company)
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Scheduled debt principal payments are as follows as of March 31, 2008:

| <u>Years Ending December 31:</u> | |
|----------------------------------|---------------------|
| Remaining nine months in 2008 | \$ 3,678,245 |
| 2009 | 3,972,771 |
| 2010 | 2,620,863 |
| | 10,271,879 |
| Less: Original issue discount | (477,096) |
| Notes payable, net | <u>\$ 9,794,783</u> |

(4) Stock-based Compensation

As of March 31, 2008, the Company has adopted the EnteroMedics Inc. 2003 Stock Incentive Plan (the Plan) that includes both incentive stock options and nonqualified stock options to be granted to employees, officers, consultants, independent contractors, directors and affiliates of the Company. Prior to January 1, 2006, the Company accounted for stock-based employee compensation arrangements in accordance with the provisions of Accounting Principles Board Opinion No. 25 (APB 25), *Accounting for Stock Issued to Employees*, and related interpretations, and followed the minimum value disclosure provisions of Statement of Financial Accounting Standards No. 123 (SFAS 123), *Accounting for Stock-Based Compensation*. Under APB 25, compensation expense is based on the difference, if any, on the date of the grant, between the fair value of the Company's stock and the exercise price. Employee stock-based compensation determined under APB 25 is recognized over the option vesting period. Accordingly, for those grants made through December 31, 2005, we recognized compensation expense pursuant to APB 25 for stock options granted to employees with an exercise price below the estimated fair value of our common stock on the date of grant. For disclosure purposes pursuant to SFAS 123, we estimated the date of grant fair value using the minimum value option-pricing model.

Effective January 1, 2006, the Company adopted the fair value provisions of Statement of Financial Accounting Standards No. 123R (SFAS 123R), *Share-Based Payment*, which supersedes its previous accounting under APB 25. SFAS 123R requires the recognition of compensation expense, using a fair-value-based method, for costs related to all share-based payments including stock options. SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The Company adopted SFAS 123R using the prospective transition method, which requires that for nonpublic entities that used the minimum value method for either pro forma or financial statement recognition purposes, SFAS 123R shall be applied to option grants or modifications to existing options after the required effective date. For options granted prior to the new SFAS 123R effective date and for which the requisite service period has not been performed as of January 1, 2006, the Company continues to apply the intrinsic value provisions of APB 25 on the remaining unvested awards. All option grants valued after January 1, 2006 are expensed on a straight-line basis over the vesting period.

The provisions of SFAS 123R retain the previous accounting practices of stock-based compensation arrangements with nonemployees pursuant to Emerging Issues Task Force Abstract No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling Goods or Services*, which requires measuring the stock options at fair value and remeasuring such stock options to the current fair value until the performance date has been reached.

Based on the application of these standards, stock-based compensation expense for stock-based awards under the Company's 2003 Stock Incentive Plan for the three months ended March 31, 2008 and 2007 was allocated to operating expenses as follows:

| | <u>Three months ended</u> <u>March 31,</u> | |
|-------------------------------------|---|------------------|
| | <u>2008</u> | <u>2007</u> |
| Research and development | \$245,388 | \$132,921 |
| Selling, general and administrative | 365,453 | 111,634 |
| Total | <u>\$610,841</u> | <u>\$244,555</u> |

EnteroMedics Inc.
(A development stage company)
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

As of March 31, 2008 there was \$8,478,979 of total unrecognized compensation costs, net of estimated forfeitures, related to employee unvested stock option awards granted after January 1, 2006, which are expected to be recognized over a weighted-average period of 3.17 years.

The estimated grant-date fair values of the stock options were calculated using the Black-Scholes valuation model, based on the following assumptions for the three months ended March 31, 2008 and 2007:

| | <u>Employees</u> | | <u>Nonemployees</u> | |
|--------------------------|-------------------------------------|-------------|-------------------------------------|---------------|
| | <u>Three months ended March 31,</u> | | <u>Three months ended March 31,</u> | |
| | <u>2008</u> | <u>2007</u> | <u>2008</u> | <u>2007</u> |
| Risk-free interest rates | 3.49%-3.61% | 4.65%-4.76% | 3.43% | 4.65%-4.76% |
| Expected life | 5-6.25 years | 6.25 years | 10 years | 10 years |
| Expected dividends | 0% | 0% | 0% | 0% |
| Expected volatility | 67.63%-69.25% | 58.63% | 75.25% | 62.88%-63.25% |

Option activity under the Company's 2003 Stock Incentive Plan for the three months ended March 31, 2008 was as follows:

| | <u>Shares Available For Grant</u> | <u>Outstanding Options</u> | |
|-----------------------------------|-----------------------------------|----------------------------|--|
| | | <u>Number of Shares</u> | <u>Weighted-Average Exercise Price</u> |
| Balance, December 31, 2007 | 1,647,462 | 2,101,926 | \$ 3.24 |
| Shares reserved | — | — | — |
| Options granted | (1,128,808) | 1,128,808 | 8.23 |
| Options exercised | — | — | — |
| Options cancelled | — | — | — |
| Balance, March 31, 2008 | <u>518,654</u> | <u>3,230,734</u> | \$ 4.99 |

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

Except for the historical information contained herein, the matters discussed in this "Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements that involve risks and uncertainties. In some cases, these statements may be identified by terminology such as "may," "will," "should," "expects," "could," "intends," "might," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of such terms and other comparable terminology. These statements involve known and unknown risks and uncertainties that may cause our results, level of activity, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Factors that may cause or contribute to such differences include, among others, those discussed in Part I, Item 1A "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2007. Except as may be required by law, we undertake no obligation to update any forward-looking statement to reflect events after the date of this report.

Overview

We are a development stage medical device company focused on the design and development of devices that use neuroblocking technology to treat obesity and other gastrointestinal disorders. Our proprietary neuroblocking technology, which we refer to as VBLOC therapy, is designed to intermittently block the vagus nerve using high frequency, low energy, electrical impulses. We have a limited operating history and we currently have no products approved for sale. Our initial product under development is the Maestro System, which uses VBLOC therapy to limit the expansion of the stomach, reduce the frequency and intensity of stomach contractions and produce a feeling of early and prolonged fullness. We were formerly known as Beta Medical, Inc. and were incorporated in Minnesota on December 19, 2002. We were reincorporated in Delaware on July 22, 2004. Since inception, we have devoted substantially all of our resources to the development and commercialization of our Maestro System.

Based on our understanding of vagal nerve function and nerve blocking from our preclinical studies and the results of our initial clinical trials, we believe the Maestro System may offer obese patients a minimally invasive treatment alternative that has the potential to result in significant and sustained weight loss. We believe that our Maestro System will allow bariatric surgeons to help obese patients who are concerned about the risks and complications associated with gastric banding and gastric bypass surgery. We are continuing to evaluate the Maestro System in human clinical trials conducted internationally. We began to enroll and implant subjects in our first U.S. pivotal trial, the EMPOWER trial, in the third quarter of 2007. We expect to complete enrollment in the first half of 2008. We plan to use data from our EMPOWER trial to support our premarket approval, or PMA, application for the Maestro System, which we expect to submit in the middle of 2009. We anticipate commercialization in the United States beginning in 2010 if and when the FDA grants us PMA.

If and when we obtain FDA approval of our Maestro System we intend to market our products in the United States through a direct sales force supported by field technical and marketing managers who provide training, technical and other support services to our customers. Outside the United States we intend to use direct, dealer and distributor sales models as the targeted geography best dictates. To date, we have relied on third-party manufacturers and suppliers for the production of our Maestro System. We currently anticipate that we will continue to rely on third-party manufacturers and suppliers for the production of the Maestro System following commercialization.

To date, we have generated no revenue from the sale of products, and we have incurred net losses in each year since our inception. As of March 31, 2008, we had a deficit accumulated during the development

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stage of \$71.9 million. We expect our losses to continue and to increase as we continue our development activities and expand our commercialization activities. We have financed our operations primarily through public and private placement of our equity securities and issuance of debt.

Financial Overview

Revenue

To date, we have not commercialized any products and we have not generated any revenue. We do not expect to generate revenue until 2010 and then, only if we receive FDA approval of our Maestro System. Any revenue from initial sales of a new product is difficult to predict and in any event will only modestly reduce our continued and increasing losses resulting from our research and development and other activities.

Research and Development Expenses

Our research and development expenses primarily consist of engineering, product development and clinical and regulatory expenses, incurred in the development of our Maestro System. Research and development expenses also include employee compensation, including stock-based compensation, consulting services, outside services, materials, supplies, depreciation and travel. We expense research and development costs as they are incurred. From inception through March 31, 2008, we have incurred a total of \$54.5 million in research and development expenses.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses consist primarily of compensation for executive, finance, market development and administrative personnel, including stock-based compensation. Other significant expenses include costs associated with attending medical conferences, professional fees for legal services, including legal services associated with our efforts to obtain and maintain broad protection for the intellectual property related to our products, and accounting services, cash management fees, consulting fees and travel expenses. From inception through March 31, 2008, we have incurred \$17.0 million in selling, general and administrative expenses.

Results of Operations

Comparison of the Three Months Ended March 31, 2008 and 2007

Research and Development Expenses. Research and development expenses were \$6.2 million for the three months ended March 31, 2008, compared to \$4.1 million for the three months ended March 31, 2007. The increase of \$2.1 million, or 51.6%, is primarily due to increases of \$416,000, \$878,000 and \$423,000 in compensation expense, professional services and device costs, respectively, to support EMPOWER clinical study and Maestro RC System development efforts. Part of the increase in research and development expense over the first quarter of 2007 was attributable to \$269,000 of employee stock-based compensation due to new options granted since the first quarter of 2007. Nonemployee stock compensation charges decreased \$156,000 due to a drop in the fair value of our common stock compared to the first quarter of 2007. We expect our research and development expenses to increase as we continue enrollment in the EMPOWER clinical trial and continue development of the Maestro RC System.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were \$2.3 million for the three months ended March 31, 2008, compared to \$1.3 million for the three months ended March 31, 2007. The increase of \$1.0 million, or 73.0%, is primarily due to a \$366,000 increase in professional services expense for public relations, investor relations and legal fees. Additionally, there was a \$135,000 increase in compensation expense associated with increased headcount. Included in selling, general and administrative expenses increase over the first quarter of 2007 was \$372,000 of stock-based

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compensation due to new options granted since the first quarter of 2007 and a \$119,000 decrease in non-employee stock compensation charges due to a drop in the fair value of our common stock compared to the first quarter of 2007. If we receive FDA approval, we expect our selling, general and administrative expenses to increase substantially with the expected commercial launch of our Maestro System.

Interest Income. Interest income was \$496,000 for the three months ended March 31, 2008, compared to \$415,000 for the three months ended March 31, 2007. The increase of \$81,000, or 19.4%, is primarily due to higher cash, cash equivalents and short-term investment balances in 2008 compared to 2007 as a result of the net \$39.1 million raised in our initial public offering in November 2007 and \$10.0 million of debt funding throughout 2007, offset by a decrease in short-term interest rates. We expect our quarterly interest income to decrease slightly in the future as we use the proceeds of our initial public offering to fund our operations.

Interest Expense. Interest expense was \$446,000 for the three months ended March 31, 2008, compared to \$137,000 for the three months ended March 31, 2007. The increase of \$309,000, or 226.3%, was primarily due to \$10.0 million of debt funding obtained throughout 2007 under the terms of a \$15.0 million debt facility agreement entered into on May 17, 2007.

Change in Value of the Convertible Preferred Stock Warrant Liability. The change in value of the convertible preferred stock warrant liability was zero for the three months ended March 31, 2008, compared to \$244,000 for the three months ended March 31, 2007. This is the result of a convertible preferred stock warrant liability being recorded on December 11, 2006 when we sold an additional 1,124,480 shares of Series C convertible preferred stock. Upon closing the sale, we had insufficient authorized and unissued shares of Series C convertible preferred stock available to share settle outstanding warrants to purchase Series C convertible preferred stock, resulting in the warrants being reclassified as a liability at the estimated fair value of \$735,000 on December 11, 2006 and subsequently remeasured as of December 31, 2006 and March 31, 2007. The fair market value of the warrants as of March 31, 2007 and December 31, 2006 was \$973,000 and \$729,000, respectively.

Liquidity and Capital Resources

We have incurred losses since our inception in December 2002 and, as of March 31, 2008 we had a deficit accumulated during the development stage of \$71.9 million. We have financed our operations to date principally through sale of capital stock, debt financing and interest earned on investments. Prior to our initial public offering of stock in November 2007, we had received net proceeds of \$63.2 million from the sale of common stock and preferred stock and \$15.8 million in debt financing from a lender that provided \$746,000 to finance equipment purchases and \$15.0 million to finance working capital. Through our initial public offering we received net proceeds of \$39.1 million after expenses and underwriters' discounts and commissions and including the exercise of the underwriters' over-allotment option. As of March 31, 2008, we had \$47.9 million in cash, cash equivalents and short-term investments. Of this amount \$41.2 million was invested in short-term money market funds that are not considered to be bank deposits and are not insured or guaranteed by the federal deposit insurance company or other government agency. These money market funds seek to preserve the value of the investment at \$1.00 per share; however, it is possible to lose money investing in these funds. Our cash and investment balances are held in a variety of interest bearing instruments, including obligations of U.S. government agencies, corporate bonds, commercial paper, variable rate demand notes and money market funds. Cash in excess of immediate requirements is invested in accordance with our investment policy, primarily with a view to liquidity and capital preservation. At times, such deposits may be in excess of insured limits. We have not experienced any losses on our deposits of cash and cash equivalents.

The remaining unpaid balance of the \$10.3 million in debt financing is collateralized by a first security priority lien on all of our assets, excluding intellectual property. We have entered into account control agreements in order to perfect the lender's first security interest in our cash and investment accounts. In the event we have less than four remaining months of liquidity, we are required to grant a

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temporary lien on our intellectual property. The number of remaining months of liquidity is calculated by dividing cash and cash equivalents as of the end of any particular month by the sum of our total operating expenses for each of the immediately preceding four months. There are no additional covenants that we are required to maintain under the terms of our debt financing agreements.

Net Cash Used in Operating Activities

Net cash used in operating activities was \$7.7 million and \$5.3 million for the three months ended March 31, 2008 and 2007, respectively. Net cash used in operating activities primarily reflects the net loss for those periods, which was partially offset by depreciation and amortization, stock-based compensation and changes in operating assets and liabilities.

Net Cash Provided by Investing Activities

Net cash provided by investing activities was \$1.8 million and \$2.9 million for the three months ended year ended March 31, 2008 and 2007, respectively. Net cash provided by investing activities is primarily related to the proceeds from the maturity of short-term investments partially offset by the purchase of short-term investments and, to a lesser extent, the purchase of property and equipment.

Net Cash Used in Financing Activities

Net cash used in financing activities was \$1.4 million and \$630,000 for the three months ended March 31, 2008 and 2007, respectively. Net cash used in financing activities is primarily attributable to the repayments of long-term debt.

Operating Capital and Capital Expenditure Requirements

To date, we have not commercialized any products and we have not earned any operating revenues. We anticipate that we will continue to incur substantial net losses for the next several years as we develop our products, prepare for the potential commercial launch of our Maestro System, develop the corporate infrastructure required to sell our products and operate as a publicly-traded company as well as pursue additional applications for our technology platform.

We do not expect to generate significant product revenue until 2010. We do not anticipate generating any product revenue in the United States unless and until we successfully obtain FDA approval for our Maestro System. We believe the net proceeds from our initial public offering, together with our pre-existing cash, cash equivalents and short-term investment balances and interest income we earn on these balances will be sufficient to meet our anticipated cash requirements through the end of 2009. If our available cash, cash equivalents and investment balances are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or debt securities or enter into a credit facility. The sale of additional equity and debt securities may result in dilution to our stockholders. If we raise additional funds through the issuance of debt securities, these securities could have rights senior to those of our common stock and could contain covenants that would restrict our operations. We may require additional capital beyond our currently forecasted amounts. Any such required additional capital may not be available on reasonable terms, if at all. If we are unable to obtain additional financing, we may be required to reduce the scope of, delay, or eliminate some or all of, our planned research, development and commercialization activities, which could materially harm our business.

Our forecast of the period of time through which our financial resources will be adequate to support our operations, the costs to complete development of products and the cost to commercialize our products are forward-looking statements and involve risks and uncertainties, and actual results could vary materially and negatively as a result of a number of factors, including the factors discussed in Part I, Item 1A, *Risk Factors*, of our Annual Report on Form 10-K for the year ended December 31, 2007. We have based these estimates on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect.

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Because of the numerous risks and uncertainties associated with the development of medical devices, such as our Maestro System, we are unable to estimate the exact amounts of capital outlays and operating expenditures necessary to complete the development of the products and successfully deliver a commercial product to the market. Our future capital requirements will depend on many factors, including but not limited to the following:

- the scope, rate of progress, results and cost of our clinical trials and other research and development activities;
- the cost and timing of regulatory approvals;
- the cost and timing of establishing sales, marketing and distribution capabilities;
- the cost of establishing clinical and commercial supplies of our Maestro System and any products that we may develop;
- the rate of market acceptance of our Maestro System and VBLOC therapy and any other product candidates;
- the cost of filing and prosecuting patent applications and defending and enforcing our patent and other intellectual property rights;
- the cost of defending, in litigation or otherwise, any claims that we infringe third-party patent or other intellectual property rights;
- the effect of competing products and market developments;
- the cost of explanting clinical devices;
- the terms and timing of any collaborative, licensing or other arrangements that we may establish;
- any revenue generated by sales of our future products; and
- the extent to which we acquire or invest in businesses, products and technologies, although we currently have no commitments or agreements relating to any of these types of transactions.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States. In doing so, we have to make estimates and assumptions that affect our reported amounts of assets, liabilities and expenses, as well as related disclosure of contingent assets and liabilities. In many cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ materially from our estimates. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations will be affected. We base our estimates on past experiences and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis.

Our significant accounting policies are fully described in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the U.S. Securities and Exchange Commission.

Contractual Obligations

During the three months ended March 31, 2008, there were no material changes to our contractual obligation disclosures as set forth under the caption, "Contractual Obligations" in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the year ended December 31, 2007.

The following table summarizes our contractual obligations as of March 31, 2008 and the effect those obligations are expected to have on our financial condition and liquidity position in future periods:

| <u>Contractual Obligations</u> | <u>Payments Due By Period</u> | | | | |
|------------------------------------|-------------------------------|-------------------------|--------------------|------------------|--------------------------|
| | <u>Total</u> | <u>Less Than 1 Year</u> | <u>1-3 Years</u> | <u>3-5 Years</u> | <u>More than 5 Years</u> |
| Operating lease | \$ 69,576 | \$ 69,576 | \$ — | \$ — | \$ — |
| Long-term debt | 11,706,625 | 5,557,522 | 6,149,103 | — | — |
| Other long-term liabilities | 350,000 | 300,000 | 50,000 | — | — |
| Total contractual cash obligations | <u>\$12,126,201</u> | <u>\$5,927,098</u> | <u>\$6,199,103</u> | <u>\$—</u> | <u>\$ —</u> |

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The table above reflects only payment obligations that are fixed and determinable. Our operating lease commitments relate to our corporate headquarters in St. Paul, Minnesota. Other long-term liabilities consist of obligations required under the terms of our license agreement with the Mayo Foundation for Medical Education and Research, or Mayo Foundation.

Off-Balance Sheet Arrangements

As of March 31, 2008, we did not have any off-balance sheet arrangements.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), *Fair Value Measurements*, which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. SFAS 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS 157 was effective for us starting in fiscal 2008 with respect to financial assets and liabilities. The initial adoption of SFAS 157 on January 1, 2008 had no impact on our consolidated financial statements. With respect to non-financial assets and liabilities, SFAS 157 is effective for us starting in fiscal 2009. We have not yet determined the impact, if any, the adoption of this statement as it pertains to non-financial assets and liabilities will have on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 (SFAS 159), *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The amendment to SFAS 115 applies to all entities with investments in available for sale or trading securities. SFAS 159 was effective for us starting on January 1, 2008, however, no assets or liabilities have currently been remeasured at fair value.

There have been no other significant changes in recent accounting pronouncements during the three months ended March 31, 2008 as compared to the recent accounting pronouncements described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is confined to our cash, cash equivalents and short-term investments which have maturities of less than one year. As of March 31, 2008, we had \$47.9 million in cash, cash equivalents and short-term investments. The goals of our investment policy are preservation of capital, fulfillment of liquidity needs and fiduciary control of cash and investments. We also seek to maximize income from our investments without assuming significant risk. To achieve our goals, we maintain a

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portfolio of cash equivalents and investments in a variety of securities of high credit quality. The securities in our investment portfolio are not leveraged, are classified as either available for sale or held-to-maturity and are, due to their very short-term nature, subject to minimal interest rate risk. We currently do not hedge interest rate exposure. Because of the short-term maturities of our investments, we do not believe that an increase in market rates would have any material negative impact on the value of our investment portfolio. We have no investments denominated in foreign currencies and therefore our investments are not subject to foreign currency exchange risk.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), defines the term “disclosure controls and procedures” as those controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation as of March 31, 2008 our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any litigation and we are not aware of any pending or threatened litigation against us that could have a material adverse effect on our business, operating results or financial condition. The medical device industry in which we operate is characterized by frequent claims and litigation, including claims regarding patent and other intellectual property rights as well as improper hiring practices. As a result, we may be involved in various legal proceedings from time to time.

ITEM 1A. RISK FACTORS

There have been no material changes during the three months ended March 31, 2008 to the risk factors set forth in Part I, Item 1A, *Risk Factors*, of our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

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Uses of Proceeds from Sale of Registered Securities

Our initial public offering of common stock was effected through a Registration Statement on Form S-1 (File No. 333-143265), that was declared effective by the Securities and Exchange Commission on November 14, 2007. We registered 5,750,000 shares of our common stock with a proposed maximum aggregate offering price of \$46.0 million, of which we sold 5,489,849 shares with gross proceeds to the Company of approximately \$43.9 million. The offering was completed after the sale of the 5,489,849 shares. J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated acted as joint book-running managers of the offering and, together with Cowen and Company, LLC and Leerink Swann LLC, who acted as the managing underwriters of the offering. Of this amount, \$3.1 million was paid in underwriting discounts and commissions, and an additional \$1.7 million of expenses were incurred, all of which was incurred during the fiscal year ended December 31, 2007. None of the expenses were paid, directly or indirectly, to directors, officers or persons owning 10% or more of our common stock, or to our affiliates.

We currently intend to use the aggregate net proceeds of \$39.1 million from our initial public offering as follows:

- approximately \$20.0 million for achieving regulatory approval of our product;
- approximately \$10.0 million for research and product development activities;
- approximately \$5.0 million for initiating sales and marketing efforts; and
- the remainder for working capital and other general corporate purposes.

Management has broad discretion over the uses of the proceeds of the initial public offering. As of March 31, 2008, we had invested the aggregate net proceeds of approximately \$39.1 million from our initial public offering in money market funds.

Purchases of Equity Securities

None.

ITEM 3. *DEFAULTS UPON SENIOR SECURITIES*

None.

ITEM 4. *SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS*

None.

ITEM 5. *OTHER INFORMATION*

None.

ITEM 6. *EXHIBITS*

The list of exhibits on the accompanying Exhibit Index are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENTEROMEDICS INC.

By: /s/ Mark B. Knudson, Ph.D.
Mark B. Knudson, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Greg S. Lea
Greg S. Lea
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: May 9, 2008

EXHIBIT INDEX

| Exhibit Number | Description of Document |
|-----------------------|--|
| 3.1 | Amended and Restated Certificate of Incorporation of the Company, as currently in effect. (Incorporated herein by reference to Exhibit 3.2 to Amendment No. 6 to the Company's Registration Statement on Form S-1 filed on November 9, 2007 (File No. 333-143265)). |
| 3.2 | Amended and Restated Bylaws of the Company, as currently in effect. (Incorporated herein by reference to Exhibit 3.4 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on July 6, 2007 (File No. 333-143265)). |
| 4.1 | Specimen certificate for shares of common stock (Incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on August 14, 2007 (File No. 333-143265)). |
| 4.2 | Amended and Restated Investors' Rights Agreement, dated as of July 6, 2006, by and between the Company and the parties named therein. (Incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 filed on May 25, 2007 (File No. 333-143265)). |
| 10.16† | Management Incentive Plan (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 12, 2008 (File No. 1-33818)). |
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1*^ | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2*^ | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Filed herewith

† Indicates management contract or compensation plan or agreement.

^ The certifications attached hereto as Exhibits 32.1 and 32.2 accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of EnteroMedics Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

CERTIFICATION

I, Mark B. Knudson, Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EnteroMedics Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the condensed consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Mark B. Knudson, Ph.D.

Mark B. Knudson, Ph.D.

President and Chief Executive Officer

Date: May 9, 2008

CERTIFICATION

I, Greg S. Lea, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EnteroMedics Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the condensed consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Greg S. Lea

Greg S. Lea

Senior Vice President and Chief Financial Officer

Date: May 9, 2008

CERTIFICATION

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Mark B. Knudson, Ph.D., in his capacity as Chief Executive Officer of EnteroMedics Inc., hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 to which this Certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Exchange Act, and
2. That the information contained in the Report fairly presents, in all material respects, the financial condition and the results of operations of EnteroMedics Inc. as of, and for, the periods covered by the Report.

By: /s/ Mark B. Knudson, Ph.D.

Mark B. Knudson, Ph.D.

President and Chief Executive Officer

Date: May 9, 2008

This certification accompanies the Quarterly Report on Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of EnteroMedics Inc. under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

CERTIFICATION

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Greg S. Lea, in his capacity as Chief Financial Officer of EnteroMedics Inc., hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 to which this Certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Exchange Act, and
2. That the information contained in the Report fairly presents, in all material respects, the financial condition and the results of operations of EnteroMedics Inc. as of, and for, the periods covered by the Report.

By: /s/ Greg S. Lea

Greg S. Lea

Senior Vice President and Chief Financial Officer

Date: May 9, 2008

This certification accompanies the Quarterly Report on Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of EnteroMedics Inc. under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.