

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* GOLDFISCHER CARL (Last) (First) (Middle) C/O BAY CITY CAPITAL LLC 750 BATTERY STREET, SUITE 400 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]	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) 02/08/2017	
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								4,572 ⁽¹⁾	I	See footnote ⁽²⁾
Common Stock								98 ⁽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					
Director Option (Right to Buy)	\$50,410.5 ⁽¹⁾							03/25/2008 ⁽⁴⁾	03/24/2018	Common Stock	3	3 ⁽¹⁾	D	
Director Option (Right to Buy)	\$12,159 ⁽¹⁾							05/05/2009 ⁽⁴⁾	05/04/2019	Common Stock	1	1 ⁽¹⁾	D	
Director Option (Right to Buy)	\$2,646 ⁽¹⁾							05/06/2010 ⁽⁵⁾	05/06/2020	Common Stock	1	1 ⁽¹⁾	D	
Director Option (Right to Buy)	\$2,761.5 ⁽¹⁾							05/05/2011 ⁽⁵⁾	05/05/2021	Common Stock	9	9 ⁽¹⁾	D	
Director Option (Right to Buy)	\$2,908.5 ⁽¹⁾							05/09/2012 ⁽⁵⁾	05/09/2022	Common Stock	9	9 ⁽¹⁾	D	
Director Option (Right to Buy)	\$924 ⁽¹⁾							05/08/2013 ⁽⁵⁾	05/08/2023	Common Stock	9	9 ⁽¹⁾	D	
Director Option (Right to Buy)	\$1,932 ⁽¹⁾							05/07/2014 ⁽⁵⁾	05/07/2024	Common Stock	23	23 ⁽¹⁾	D	
Director Option (Right to Buy)	\$1,176 ⁽¹⁾							05/06/2015 ⁽⁵⁾	05/06/2025	Common Stock	23	23 ⁽¹⁾	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				
Director Option (Right to Buy)	\$1,176 ⁽¹⁾							06/06/2015 ⁽⁶⁾	05/06/2025	Common Stock	23		23 ⁽¹⁾	D	
Director Option (Right to Buy)	\$52.5 ⁽¹⁾							05/04/2016 ⁽⁵⁾	05/06/2026	Common Stock	42		42 ⁽¹⁾	D	
Director Option (Right to Buy)	\$7.12	02/08/2017		A		35,000		02/08/2017 ⁽⁵⁾	02/08/2027	Common Stock	35,000	\$0.00	35,000	D	

Explanation of Responses:

- On December 27, 2016, EnteroMedics Inc. effected a 1-for-70 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.
- Represents 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.
- Represents 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 shown.
- Option vests in successive installments of 1/12th per month beginning the date shown.

Remarks:

EX 24: Goldfischer Power of Attorney Attached THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPERTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Scott P. Youngstrom,
Attorney-in-Fact for Carl 02/10/2017
Golfischer

** 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.

POWER OF ATTORNEY

Know all by these presents, that I hereby constitute and appoint each of Dan W. Gladney, Scott P. Youngstrom and Peter M. DeLange my true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution for me and in my name, place and stead, to:

1. execute for me and on my behalf, in my capacity as an officer and/or director of EnteroMedics Inc, Forms 3, 4 or 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder;
2. do and perform any and all acts for me and on my behalf which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to me, in my best interest or legally required by me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is EnteroMedics Inc. assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to my holdings of and transactions in securities of EnteroMedics Inc, unless earlier revoked by me in a signed writing delivered to the attorneys-in-fact named above.

IN WITNESS WHEREOF, I have signed this Power of Attorney on 3rd October, 2016.

/s/ Carl Goldfischer
Carl Goldfischer