# 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: April 18, 2008**
**(Date of earliest event reported)**

# ENTEROMEDICS INC.

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 1-33818**

| **Delaware** | **48-1293684** |
|---|---|
| **(State or other jurisdiction of incorporation)** | **(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Effective as of April 18, 2008, Russ Felkey resigned from his position as Senior Vice President, Clinical, Quality and Regulatory Affairs of EnteroMedics Inc. (the "Company"). The Company announced Mr. Felkey's departure in a press release issued on April 21, 2008, which is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release of EnteroMedics Inc. dated April 21, 2008.

**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: April 21, 2008

**EXHIBIT INDEX**

| Exhibit Number | Description |
|---|---|
| 99.1 | Press release of EnteroMedics Inc. dated April 21, 2008. |

**EXHIBIT 99.1**

**ENTEROMEDICS ANNOUNCES DEPARTURE OF RUSSELL FELKEY**

**St. Paul, Minnesota – April 21, 2008**—EnteroMedics Inc. (NASDAQ: ETRM) announced today that effective April 18, 2008, Russ Felkey, Senior Vice President of Clinical, Quality and Regulatory Affairs has resigned from the Company to pursue other interests. Mr. Felkey's departure is unrelated to the operations or performance of the Company. Clinical will now report to Vice President of Medical Affairs and Chief Medical Officer Dennis Kim; Quality will report to Greg Lea, Senior Vice President Finance and CFO; and Regulatory will report to Mark Knudson, President and CEO.

"We appreciate Russ' contributions to EnteroMedics and wish him the best in the future," said Mark Knudson, President and CEO. "All of our clinical, quality and regulatory efforts remain on track, and we have a strong team in place to support the continued development of VBLOC™ Therapy and the Maestro™ System."

**About EnteroMedics Inc.**

EnteroMedics is 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. EnteroMedics' proprietary neuroblocking technology, VBLOC™ vagal blocking therapy, is designed to intermittently block the vagus nerves using high-frequency, low-energy, electrical impulses. The Food and Drug Administration recently granted Investigational Device Exemption (IDE) approval for a pivotal clinical trial of EnteroMedics' investigational Maestro™ System, the Company's initial product for the treatment of obesity, that delivers VBLOC Therapy.

**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 lack of regulatory approval for our Maestro™ System for the treatment of obesity; our inability to complete our EMPOWER pivotal trial and other clinical trials, or significant delays in the completion of our clinical trials; our ability to timely commercialize our Maestro System; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for any modifications to our Maestro System; physician adoption of our Maestro System and VBLOC™ vagal blocking 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; 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; 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 Company's Form 10-K dated March 13, 2008. 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.

Caution-Investigational device. Limited by Federal law to investigational use.

The implantation procedure and usage of the Maestro™ System carry some risks, such as the risk generally associated with laparoscopic procedures and those related to treatment as described in the Empower clinical trial informed consent.

**Contact:**

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