

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Hudson Bay Capital Management, L.P.</u> (Last) (First) (Middle) 120 BROADWAY, 40TH FLOOR (Street) NEW YORK NY 10271 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/02/2009	3. Issuer Name and Ticker or Trading Symbol <u>EnteroMedics Inc [ETRM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 ("Common Stock")	6,161,068	I ⁽¹⁾⁽²⁾	See ⁽¹⁾⁽²⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Hudson Bay Capital Management, L.P.
 (Last) (First) (Middle)
 120 BROADWAY, 40TH FLOOR
 (Street)
 NEW YORK NY 10271
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hudson Bay Fund LP
 (Last) (First) (Middle)
 120 BROADWAY
 40TH FLOOR
 (Street)
 NEW YORK NY 10271
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hudson Bay Overseas Fund Ltd.
 (Last) (First) (Middle)
 C/O HUDSON BAY CAPITAL MANAGEMENT, L.P.
 120 BROADWAY, 40TH FLOOR
 (Street)
 NEW YORK NY 10271
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Gerber Sander		
(Last)	(First)	(Middle)
C/O HUDSON BAY CAPITAL MANAGEMENT, L.P.		
120 BROADWAY, 40TH FLOOR		
(Street)		
NEW YORK	NY	10271
(City)		
(State)	(Zip)	

Explanation of Responses:

1. Hudson Bay Capital Management, L.P., a Delaware limited partnership, acts as the investment manager of (i) Hudson Bay Fund LP, a Delaware limited partnership, which on October 2, 2009 held 2,217,984 shares of Common Stock and (ii) Hudson Bay Overseas Fund Ltd., a Cayman Islands company, (together with Hudson Bay Fund LP, the "Hudson Bay Funds") which on October 2, 2009 held 3,943,084 shares of Common Stock.

2. Hudson Bay Capital Management, L.P. acts as the investment manager of the Hudson Bay Funds and may be deemed, as of the date hereof, to be the beneficial owner of the Issuer's securities or derivative securities held by such funds. Sander Gerber is an executive officer of Hudson Bay Capital Management, L.P. Hudson Bay Capital Management, L.P. and Sander Gerber do not hold directly any of the Issuer's securities or derivative securities, and disclaim any beneficial ownership of any of the Issuer's securities or derivative securities reported or excluded herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended, except for their pecuniary interest therein.

[HUDSON BAY CAPITAL
MANAGEMENT, L.P. /s/
Yoav Roth By: Yoav Roth, 10/06/2009
Principal and Portfolio
Manager](#)

[HUDSON BAY FUND LP By:
Yoav Roth, HUDSON BAY
CAPITAL MANAGEMENT,
L.P., its Investment Manager /s/ 10/06/2009
Yoav Roth, By: Principal and
Portfolio Manager](#)

[HUDSON BAY OVERSEAS
FUND LTD. By: HUDSON
BAY CAPITAL
MANAGEMENT, L.P., its 10/06/2009
Investment Manager /s/ Yoav
Roth By: Yoav Roth, Principal
and Portfolio Manager](#)

[/s/ Sander Gerber 10/06/2009](#)

** 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 5 (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.

Filename: p09-1852exhibit99jointfiler.txt
Type: EX-99
Comment/Description: Joint Filer
(this header is not part of the document)

Joint Filer Information

NAME: Hudson Bay Fund LP

ADDRESS: c/o Hudson Bay Capital Management, L.P.
- ----- 120 Broadway, 40th Floor
New York, NY 10271

DESIGNATED FILER: Hudson Bay Capital Management, L.P.
- -----

ISSUER AND TICKER SYMBOL: EnteroMedics Inc. (ETRM)
- -----

DATE OF EVENT REQUIRING STATEMENT: October 2, 2009
- -----

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Joint Filer Information

NAME: Hudson Bay Overseas Fund Ltd.
- -----

ADDRESS: c/o Hudson Bay Capital Management, L.P.
- ----- 120 Broadway, 40th Floor
New York, NY 10271

DESIGNATED FILER: Hudson Bay Capital Management, L.P.
- -----

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Joint Filer Information

NAME: Sander Gerber

ADDRESS: c/o Hudson Bay Capital Management, L.P.
- ----- 120 Broadway, 40th Floor
New York, NY 10271

DESIGNATED FILER: Hudson Bay Capital Management, L.P.
- -----

ISSUER AND TICKER SYMBOL: EnteroMedics Inc. (ETRM)
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