
**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: December 21, 2015
(Date of earliest event reported)**

ENTEROMEDICS INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-33818

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)

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 5.07 Submission of Matters to a Vote of Security Holders.

On December 21, 2015, the Company held a Special Meeting of Stockholders (the “Special Meeting”) at the offices of Dorsey & Whitney LLP in Minneapolis, Minnesota. Greg Lea, Secretary, Chief Financial Officer and Chief Operating Officer of the Company, presided. At the Special Meeting, the Company’s stockholders approved each of the following proposals set forth in the Company’s Definitive Proxy Statement on Schedule 14A (the “Special Meeting Proxy Statement”), which was filed with the Securities and Exchange Commission and mailed to the Company’s stockholders on or about November 23, 2015:

Proposal 1:

The Company’s stockholders authorized an amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation (the “Certificate”) to effect a reverse stock split as described in the Special Meeting Proxy Statement at the discretion of the Company’s Board of Directors, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
67,873,645	10,795,679	494,986

Proposal 2:

The Company’s stockholders approved an amendment to the Certificate to increase the number of shares of the Company’s common stock authorized for issuance to 150 million shares, effective after the reverse stock split, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
60,184,619	18,166,312	813,379

Proposal 3:

The Company’s stockholders approved, for purposes of complying with NASDAQ Listing Rule 5635(d), of the issuance of shares of the Company’s common stock underlying convertible notes and warrants issued by the Company pursuant to the terms of that certain securities purchase agreement (the “Purchase Agreement”), dated November 4, 2015, between the Company and the investors named therein (the “Investors”), as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
35,776,016	4,946,710	362,923	38,078,661

Proposal 4:

The Company’s stockholders approved one or more adjournments to the Special Meeting, if necessary or appropriate, to establish a quorum or to permit further solicitation of proxies if there were not sufficient votes at the time of the Special Meeting cast in favor of Proposal 1, Proposal 2 or Proposal 3, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
64,872,261	13,480,429	811,620

Item 8.01 Other Events.

On December 23, 2015, the Company issued a press release announcing that the Company's Board of Directors had approved a one (1) for fifteen (15) reverse split of the Company's outstanding common stock, \$0.01 par value per share (the "Reverse Stock Split"). The Company expects that the Reverse Stock Split will be effective for trading purposes upon the commencement of trading on January 7, 2016, at which point the Company's common stock will begin trading on a split adjusted basis on the NASDAQ Capital Market. The Reverse Stock Split was approved by the Company's stockholders at the Special Meeting held on December 21, 2015.

The Reverse Stock Split will also decrease the number of shares of common stock authorized by the Certificate proportionately, and proportional adjustments will be made to the Company's outstanding stock options and warrants as well. The Reverse Stock Split will not affect the par value of the Company's stock or the number of shares of preferred stock authorized by the Certificate. The Company will not issue any fractional shares as a result of the Reverse Stock Split. Instead, fractional shares of common stock will be rounded up to the nearest whole share and any fractional shares issuable pursuant to stock options or warrants will be rounded down to the nearest whole share. After the effectiveness of the Reverse Stock Split, the stockholders will receive information from Wells Fargo Bank N.A., the Company's transfer agent, regarding the process for exchanging their shares.

Additionally, at the Special Meeting, the stockholders approved an amendment to the Certificate to increase the number of shares of the Company's common stock authorized for issuance to 150 million shares, which the Company will file upon the effectiveness of the Reverse Stock Split.

The Reverse Stock Split is being effected as part of the Company's plan to regain compliance with the \$1.00 minimum bid price continued listing requirement of the NASDAQ Capital Market. As previously disclosed, the Company received a letter from the NASDAQ Listing Qualifications Staff on August 12, 2015 indicating that the bid price of the Company's common stock for the last 30 consecutive trading days had closed below the minimum of \$1.00 per share required for continued listing.

After the Reverse Stock Split is effective, under the terms of the Purchase Agreement, the Company and the Investors may hold the second and third closings of the \$25.0 million of Senior Amortizing Convertible Notes (the "Notes") and warrants ("Warrants") that are issuable under the Purchase Agreement. On November 9, 2015, \$1.5 million of the Notes and Warrants were issued at the initial closing, with the balance to be issued in two tranches of \$11.0 million and \$12.5 million. The second closing will occur after the implementation of the Reverse Stock Split, and the third closing will occur 45 days after the second closing. The Company currently intends to use the net proceeds from this offering to continue its commercialization efforts for the vBloc® Neurometabolic Therapy, for clinical and product development activities and for other working capital and general corporate purposes.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 23, 2015.

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

Chief Financial Officer and Chief Operating Officer

Date: December 23, 2015

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release dated December 23, 2015.



Media Contact:
Eliza Schleifstein
Argot Partners
973-361-1546
eliza@argotpartners.com

Investor Contact:
Greg S. Lea
Chief Financial Officer
EnteroMedics Inc.
651-789-2860
glea@enteromedics.com

EnteroMedics Announces 1-for-15 Reverse Split

Shareholders Approve Reverse Split, Increase in Shares Authorized for Issuance and Issuance of Shares Underlying Convertible Notes

ST. PAUL, Minnesota, December 23, 2015 – EnteroMedics Inc. (NASDAQ: ETRM), the developer of medical devices using neuroblocking technology to treat obesity, metabolic diseases and other gastrointestinal disorders, today announced shareholder approval for three proposals: (1) an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to effect a reverse split of its issued and outstanding shares of common stock; (2) an increase in the number of shares of common stock authorized for issuance effective after the reverse stock split; and (3) the issuance of shares of the Company's common stock underlying convertible notes and warrants issued by EnteroMedics pursuant to the terms of a securities purchase agreement dated November 4, 2015.

With shareholder approval, the EnteroMedics Board of Directors has authorized a 1-for-15 reverse stock split of the Company's common stock, which will be effective for trading purposes as of the commencement of trading on January 7, 2016. As of that date, each 15 shares of issued and outstanding common stock and equivalents will be converted into 1 share of common stock. Any fractional shares of common stock resulting from the reverse stock split will be rounded up to the nearest whole share and any fractional shares of common stock issuable pursuant to stock options or warrants will be rounded down to the nearest whole share. EnteroMedics stockholders will receive instructions from its transfer agent, Wells Fargo Bank National Association, as to procedures for exchanging existing stock certificates for new certificates or book-entry shares.

Under the terms of the November 4 securities purchase agreement, the Company will issue to five institutional investors \$25.0 million of Senior Amortizing Convertible Notes (the "Notes") and warrants ("Warrants"). \$1.5 million of the Notes and Warrants were issued at the initial closing, with the balance to be issued in two tranches of \$11.0 million and \$12.5 million. The second closing will occur after the implementation of the reverse stock split, and the third closing will occur 45 days after the second closing. The Company currently intends to use the net proceeds from this offering to continue its commercialization efforts for the vBloc® Neurometabolic Therapy, for clinical and product development activities and for other working capital and general corporate purposes.

Dan W. Gladney, President and Chief Executive Officer of EnteroMedics, stated, “Shareholder approval of these proposals gives us the tools to execute the financial strategy underlying our commercial strategy for vBloc Therapy. We continue to execute on a number of initiatives for providing patient access to this groundbreaking new treatment for obesity, including public and private payer reimbursement. This process, while time consuming, is a cornerstone of our product launch strategy, and we now have the financial resources in place to reach a number of important commercial goals.”

About EnteroMedics Inc.

EnteroMedics is a medical device company focused on the development and commercialization of its neuroscience based technology to treat obesity and metabolic diseases. vBloc® Neurometabolic Therapy, delivered by a pacemaker-like device called the Maestro® Rechargeable System, is designed to intermittently block the vagus nerves using high-frequency, low-energy, electrical impulses. EnteroMedics’ Maestro Rechargeable System has received U.S. Food and Drug Administration approval, CE Mark and is listed on the Australian Register of Therapeutic Goods.

Information about the Maestro® Rechargeable System and vBloc® Neurometabolic Therapy

You should not have an implanted Maestro Rechargeable System if you have cirrhosis of the liver, high blood pressure in the veins of the liver, enlarged veins in your esophagus or a significant hiatal hernia of the stomach; if you need magnetic resonance imaging (MRI); if you have a permanently implanted, electrical medical device; or if you need a diathermy procedure using heat. The most common related adverse events that were experienced during clinical study of the Maestro Rechargeable System included pain, heartburn, nausea, difficulty swallowing, belching, wound redness or irritation, and constipation.

Talk with your doctor about the full risks and benefits of vBloc Therapy and the Maestro Rechargeable System. For additional prescribing information, please visit www.enteromedics.com.

If you are interested in learning more about vBloc Therapy, please visit www.vbloc.com or call 1-800-MY-VBLOC.

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 commercial sales experience with our Maestro® Rechargeable System for the treatment of obesity in the United States or in any foreign market other than Australia and the European Community; our ability to comply with the Nasdaq continued listing requirements; our ability to 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® Neurometabolic 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; international commercialization and operation; 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; healthcare legislative reform; 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 annual report on Form 10-K filed March 13, 2015. 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.

###