

---

---

**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: July 6, 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 1.02 Termination of a Material Definitive Agreement.**

On June 30, 2015, EnteroMedics Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Canaccord Genuity Inc., on behalf of itself and as representative of the underwriters named therein (the "Underwriters") relating to the public offering (the "Offering") of \$35.0 million in units (the "Units") consisting of an aggregate of 40,229,886 Units, with each Unit consisting of (A)(i) one share (each, a "Share") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") or (ii) one pre-funded Series C warrant to purchase one share of Common Stock at an exercise price equal to \$0.87 per share (each a "Series C Warrant"); (B) one-half of a Series A warrant to purchase one share of Common Stock at an exercise price equal to \$1.00 per share (each, a "Series A Warrant"); and (C) one-half of a Series B warrant to purchase one share of Common Stock at an exercise price equal to \$1.09 per share (each, a "Series B Warrant").

The Underwriting Agreement was terminated on July 6, 2015 by those underwriters party thereto prior to closing, after the Company was informed by the Nasdaq Capital Market that it was not willing to approve the transaction pursuant to its original terms. As a result of the termination of the Underwriting Agreement, no Shares and no Series A Warrants, Series B Warrants or Series C Warrants were issued. A copy of the press release issued by the Company on July 6, 2015 announcing the termination of the Underwriting Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

On July 6, 2015, the Company issued a press release announcing a revised offering of units consisting of shares of its common stock and warrants. A copy of this press release is filed as Exhibit 99.2 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 July 6, 2015 announcing the termination of the underwriting agreement
99.2	Press Release dated July 6, 2015 announcing an offering of units

**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: July 6, 2015

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 6, 2015 announcing the termination of the underwriting agreement
99.2	Press Release dated July 6, 2015 announcing an offering of units



Investor Contact:  
Jody B. Dahlman  
Director of Communications  
EnteroMedics Inc.  
651-634-3071  
[jdahlman@enteromedics.com](mailto:jdahlman@enteromedics.com)

### **EnteroMedics Inc. Announces Termination of Public Offering of Common Stock and Warrants**

St. Paul, Minnesota, July 6, 2015 – EnteroMedics Inc. (NASDAQ: ETRM), a developer and manufacturer of devices that use neuroblocking technology to treat obesity, metabolic diseases, and other gastrointestinal disorders, today announced termination of the underwriting agreement and cancellation of its previously announced underwritten public offering of 40,229,886 units at a price to the public of \$0.87 per unit.

Canaccord Genuity was acting as sole book-running manager and Craig-Hallum Capital Group was acting as co-manager for the offering.

The offering was being made pursuant to a shelf registration statement (File No. 333-195855) previously filed with and declared effective by the U.S. Securities and Exchange Commission (SEC).

#### **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.

#### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release are forward-looking statements, including statements regarding EnteroMedics' expectations on the completion, timing and size of the proposed public offering and the anticipated use of proceeds therefrom. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. These forward-looking statements speak only as of the date of this press release and are subject to a

number of risks, uncertainties and assumptions, including the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed public offering, as well as risks and uncertainties inherent in EnteroMedics' business, including those described in the company's periodic filings with the SEC. The events and circumstances reflected in the company's forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, the company does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

###



Investor Contact:  
Jody B. Dahlman  
Director of Communications  
EnteroMedics Inc.  
651-634-3071  
[jdahlman@enteromedics.com](mailto:jdahlman@enteromedics.com)

### **EnteroMedics Inc. Announces Proposed Public Offering of Common Stock and Warrants**

St. Paul, Minnesota, July 6, 2015 – EnteroMedics Inc. (NASDAQ: ETRM), a developer and manufacturer of devices that use neuroblocking technology to treat obesity, metabolic diseases, and other gastrointestinal disorders, today announced that it has commenced an underwritten public offering of units. Each unit will consist of a share of common stock and Series A warrants to purchase common stock. Investors whose purchase of units in the offering would result in them beneficially owning more than the initial beneficial ownership limitation to be included in the warrants following the consummation of the offering will have the opportunity to acquire units with Series C pre-funded warrants substituted for any common stock they would have otherwise acquired over the initial beneficial ownership limitation, paying the same price per unit. The units will be sold by EnteroMedics subject to market and other conditions.

Canaccord Genuity is acting as sole book-running manager for the offering.

EnteroMedics intends to use the net proceeds from the offering to continue its commercialization efforts, for clinical and product development activities and for other working capital and general corporate purposes.

The offering is being made pursuant to a shelf registration statement (File No. 333-195855) previously filed with and declared effective by the U.S. Securities and Exchange Commission (SEC). A preliminary prospectus supplement and accompanying base prospectus related to the offering will be filed with the SEC. Electronic copies of the preliminary prospectus supplement and accompanying base prospectus can be obtained through the website of the SEC at [www.sec.gov](http://www.sec.gov). When available, copies of the preliminary prospectus supplement and the accompanying base prospectus may also be obtained by contacting the Syndicate Department of Canaccord Genuity Inc., Attention: Syndicate Department, 99 High Street, 12th Floor, Boston, Massachusetts 02110, or by telephone/email at (800) 225-6201/[prospectus@canaccordgenuity.com](mailto:prospectus@canaccordgenuity.com).

This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This offering may be made only by means of a prospectus supplement and accompanying base prospectus.

---

**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.

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release are forward-looking statements, including statements regarding EnteroMedics' expectations on the completion, timing and size of the proposed public offering and the anticipated use of proceeds therefrom. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions, including the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed public offering, as well as risks and uncertainties inherent in EnteroMedics' business, including those described in the company's periodic filings with the SEC. The events and circumstances reflected in the company's forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, the company does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

###