

**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: **June 1, 2017**
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 1, 2017, the Company held its 2017 Annual Meeting of Stockholders (the "Annual Meeting") at the offices of Dorsey & Whitney LLP in Minneapolis, Minnesota. Dan W. Gladney, Chairman of the Board of Directors of the Company, presided. At the Annual Meeting, the Company's stockholders approved each of the following proposals set forth in the Company's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission and mailed to stockholders on April 27, 2017:

Proposal 1:

The Company's stockholders elected two Class I directors to hold office until the 2020 annual meeting and until the director's successor is elected and qualified, or, if sooner, until the director's death, resignation or removal.

Based on the following results of voting, each of the Class I directors was re-elected:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Carl Goldfischer, M.D.	435,204	45,239	3,749,926
Jon T. Tremmel	436,750	43,693	3,749,926

Proposal 2:

The Company's stockholders voted on a non-binding advisory resolution approving the compensation of the Company's Named Executive Officers, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
358,802	91,057	30,584	3,749,926

Proposal 3:

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for the year ending December 31, 2016, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,041,008	59,624	129,737	0

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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/ Scott P. Youngstrom

Scott P. Youngstrom

Chief Financial Officer and Chief Compliance Officer

Date: June 5, 2017.

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