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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report: November 16, 2015  
(Date of earliest event reported)**

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

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**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)

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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))
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**Item 8.01 Other Events.**

On November 16, 2015, the Company received a letter from the Listing Qualifications Staff (the “Staff”) of The NASDAQ Stock Market LLC (“Nasdaq”) stating that Company was again in compliance with Nasdaq Listing Rule 5550(b) (the “Rule”), based on the Company’s Form 10-Q for the period ended September 30, 2015, which reported stockholders’ equity of \$7.7 million. The letter further stated that this matter is now closed. The Company had received a noncompliance notice from the Staff on September 10, 2015, which stated that the Company had failed to maintain a minimum market value of listed securities of \$35 million over the previous 30 consecutive business days as required by the Rule. At that time, the Staff had also noted that the Company did not meet the Rule’s alternative standards for compliance, such as having stockholders’ equity of at least \$2.5 million.

As previously disclosed, the Company remains out of compliance with the \$1.00 Minimum Bid Price requirement set forth in Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Rule”). The Company has proposed implementing a reverse stock split of its common stock in order to regain compliance with the Minimum Bid Price Rule, and has announced that it intends to hold a special meeting of its stockholders in order to obtain approval from its stockholders for the reverse stock split.

**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: November 16, 2015