

ENDOLOGIX INC /DE/

Form 424B3

January 27, 2011

**PROSPECTUS SUPPLEMENT NO. 1**

(To Prospectus Dated January 18, 2011)

**Filed Pursuant to Rule 424(b)(3)****Registration No. 333-171639****16,772,209 Shares of Common Stock**

This prospectus supplement supplements the information contained in our prospectus dated January 18, 2011, relating to the offer and sale from time to time of up to 16,772,209 shares of our common stock, \$0.001 par value, that may be offered for sale by certain of our current and potential future stockholders named in the prospectus under the section entitled Selling Stockholders. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements thereto.

The information appearing in the table below, as of the date hereof, supplements the information in the table appearing under the section entitled Selling Stockholders in the prospectus, and, where the name of a selling stockholder identified in the table below also appears in the table in the prospectus, the information set forth in the table below regarding that selling stockholder supersedes the information in the prospectus.

Selling Stockholder	Common Stock Owned Prior to the Offering		Common Stock Being Offered Pursuant to this Prospectus	Common Stock Owned Upon Completion of the Offering(2)	Percentage of Common Stock Owned Upon Completion of the Offering(2)
	Shares Outstanding	Milestone Shares(6)			
Bio-Star Private Equity Fund, LLC		147,025	147,025		*
Bio-Star Private Equity Fund FP, LLC		58,884	58,884		*
Achim Max Holmes	659		659		*
Ajay Bhalla	1,977		1,977		*
Ajit S. Chauhan	346		346		*
AJWC Ltd. (William Wu)	2,081		2,081		*
Anderieck Holdings, LLC	1,977		1,977		*
Anna Junia Doan Trust dtd 10/14/03	2,081		2,081		*
Anne Arbetter Fishell Trust	1,040		1,040		*
Anthony J. D Anna	347		347		*
Arthur P. Dore	3,468		3,468		*
Bruce Edward Roberts	173		173		*
Christopher G. Miller	347		347		*
Daniel M. Honigman Trust	694		694		*
David D. MacDonald	1,977		1,977		*
David R. Johnston	347		347		*
David V. Johnson	1,661		1,661		*

Selling Stockholder	Common Stock Owned Prior to the Offering			Common Stock Owned Upon Completion of the Offering(2)	Percentage of Common Stock Owned Upon Completion of the Offering(2)
	Shares Outstanding	Milestone Shares(6)	Common Stock Being Offered Pursuant to this Prospectus		
Dennis K. and Alexis Branoff	1,040		1,040		*
FrontPoint Healthcare	9,883		9,883		*
FrontPoint Healthcare Horizons Fund	3,294		3,294		*
FrontPoint Healthcare Horizons Fund, L.P.	58,769		58,769		*
Gary Emede	347		347		*
Gilbert S. Omenn, M.D.	700		700		*
Glenn Mierendorf	1,977		1,977		*
Gregg Stone	694		694		*
J. Douglas Turnbull Trust	420		420		*
James Jesko, M.D.	347		347		*
Jason Bonadio	1,977		1,977		*
Jennifer Burdette	347		347		*
Jim Goldstein	1,050		1,050		*
Joseph F. Skowron III	1,977		1,977		*
Joseph M. Cohen	1,977		1,977		*
Kim Pavlik	1,040		1,040		*
Larry L. Preston	347		347		*
Louis Cannon, M.D.	1,036		1,036		*
Marc Levin Revocable Trust	2,081		2,081		*
Mark Flegenheimer	347		347		*
Medley Larkin, M.D.	2,081		2,081		*
Michael Beirlein, InterVivos Trust	3,468		3,468		*
Michael D. Young, Sr.	347		347		*
Mike Henson	692		692		*
Morrison Stevens	347		347		*
Nantucket Venture Partners, LLC	2,081		2,081		*
Nest Egg Holdings, LLC	2,774		2,774		*
Noel Rahn	694		694		*
North Sound Private Strategies, LLC	19,766		19,766		*
Patrick Gallagher	1,977		1,977		*
Paul Capital Partners VIII Holdings	5,895		5,895		*
Paul Capital Partners IX, L.P.	7,976		7,976		*
Raymond Hausbeck	694		694		*
Renee Masi	692		692		*
Richard J. Garber Trust	3,468		3,468		*
Richard Resler	2,081		2,081		*
Robert Safian, M.D.	735		735		*
Robert Weltman	347		347		*

Common Stock Owned Prior to the Offering				Percentage of Common Stock Owned Upon Completion of the Offering(2)
Selling Stockholder	Shares Outstanding	Milestone Shares(6)	Common Stock Being Offered Pursuant to this Prospectus	Common Stock Owned Upon Completion of the Offering(2)
Roger Kahn	347		347	*
Ronald P. Caputo	2,081		2,081	*
RR Bio Investments	3,537		3,537	*
Ryan Bierlein	347		347	*
SSP Investments	2,081		2,081	*
Steve Kocks	347		347	*
Steven C. Ajluni, M.D.	1,206		1,206	*
Steven J. Yakubov	728		728	*
Steven L. Albany, M.D.	1,950		1,950	*
The Abernathy Group Growth Trust	5,202		5,202	*
The Herbert H. & Grace A. Dow Foundation	13,871		13,871	*
Thomas M. Perkins	1,977		1,977	*
Tim A. Fischell	1,040		1,040	*
Trout Partners, LLC	1,977		1,977	*
WHI Morula Fund, LLC	2,081		2,081	*
William Devlin	1,085		1,085	*
William J. Mulders, Jr.	694		694	*

Investing in our common stock involves a high degree of risk. You should review the section entitled "Risk Factors" beginning on page 2 of the prospectus to read about the risks you should consider carefully before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 27, 2011.