

ENDOLOGIX INC /DE/  
Form 8-K  
December 09, 2013

**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 (Date of earliest event reported): December 9, 2013**

**ENDOLOGIX, INC.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-28440**  
**(Commission**  
  
**File Number)**

**68-0328265**  
**(I.R.S. Employer**  
  
**Identification No.)**

**11 Studebaker, Irvine, CA**  
**(Address of principal executive offices)**

**92618**  
**(Zip Code)**

**Registrant's telephone number, including area code: (949) 595-7200**

**N/A**

**(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 8.01 Other Events.**

As previously reported, on December 4, 2013, Endologix, Inc. (the Company) entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named in Schedule A thereto, in connection with the registered underwritten public offering of \$86,250,000 aggregate principal amount of the Company's 2.25% Convertible Senior Notes due 2018 (the Notes). In connection with the offering of the Notes, the Company is filing the opinion and consent of its counsel, Stradling Yocca Carlson & Rauth, P.C., regarding the validity of the securities, as Exhibits 5.1 and 23.1 hereto, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Number	Description
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.
23.1	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in its opinion filed as Exhibit 5.1 hereto).

**SIGNATURES**

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.

ENDOLOGIX, INC.

Date: December 9, 2013

/s/ Shelley B. Thunen  
Shelley B. Thunen  
Chief Financial Officer

**EXHIBIT INDEX**

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