

ENDOLOGIX INC /DE/
Form 8-K
July 08, 2005

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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)
July 5, 2005

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.) |
| 13900 Alton Parkway, Suite 122, Irvine, CA (Address of principal executive offices) | | 92618 (Zip Code) |

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

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))

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Item 1.01 Entry into a Material Definitive Agreement.

On July 5, 2005, Endologix, Inc., a Delaware corporation (the Company), entered into Stock Purchase Agreements (the Agreements) with certain institutional accredited investors pursuant to which the Company sold an aggregate of 4,150,000 shares of common stock at a purchase price of \$4.00 per share, resulting in net proceeds to the Company of approximately \$15,500,000 after deduction of transaction expenses.

The shares of common stock were issued in a private placement transaction and have not been registered under the Securities Act of 1933, as amended (the Securities Act), and until so registered the shares of common stock may not be offered or sold in the United States absent registration or availability of an applicable exemption from registration. The registration rights provisions contained in the Agreements require the Company to prepare and file with the Securities and Exchange Commission a registration statement on Form S-3 for the purpose of registering for resale all of the shares of the Company's common stock that were sold to the investors in the private placement transaction.

This announcement is not an offer to sell securities of the Company, and any opportunity to participate in the private placement transaction was available to a very limited group of accredited investors.

The foregoing description of the private placement does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement entered into in connection with the private placement, which is attached hereto as Exhibit 10.48, and is hereby incorporated by reference. A copy of the press releases announcing the private placement and announcing the consummation of the private placement are attached hereto as Exhibits 99.1 and 99.2, respectively, and are hereby incorporated by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The shares of common stock sold in the private placement described in Item 1.01 above were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act. The Agreements contain representations to support the Company's reasonable belief that the investors had access to information concerning its operations and financial condition, that the investors are acquiring the shares of common stock for their own account and not with a view to the distribution thereof, and that the investors are accredited investors as defined by Rule 501 promulgated under the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(c) **Exhibits.**

| Exhibit Number | Description |
|---------------------------|---|
| 10.48 | Stock Purchase Agreement, dated July 5, 2005, by and between the Company and the investors named therein. |
| 99.1 | Press Release, dated July 6, 2005. |
| 99.2 | Press Release, dated July 8, 2005 |

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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: July 8, 2005

/s/ Robert J. Krist
Robert J. Krist
Chief Financial Officer

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