

# **ENDOLOGIX INC /DE/**

Reported by  
**O'QUINN SHARI L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/06/17 for the Period Ending 05/31/17

|             |   |
|-------------|---|
| Address     | 2 MUSICK<br>IRVINE, CA 92618                          |
| Telephone   | 9495957200  |
| CIK         | 0001013606  |
| Symbol      | ELGX  |
| SIC Code    | 3841 - Surgical and Medical Instruments and Apparatus |
| Industry    | Medical Equipment, Supplies & Distribution            |
| Sector      | Healthcare  |
| Fiscal Year | 12/31   |

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |  |  |  |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>O'Quinn Shari L</b><br><small>(Last) (First) (Middle)</small> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>ENDOLOGIX INC /DE/ [ ELGX ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP, Clinical &amp; Regulatory</b> |  |  |
| 4239 E DUBOIS CT<br><small>(Street)</small>   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>5/31/2017</b>                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| GILBERT, AZ 85298<br><small>(City) (State) (Zip)</small>  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                 |  |  |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Shares                   | 5/31/2017      |                                   | A                         |   | 18000   |            | A     | \$0   | 94356  | D   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Option to Purchase                       | \$4.82   | 5/31/2017      |                                   | A                         |   | 65000  | (2) | 6/30/2017                               | 5/31/2027       | Option to Purchase  | 65000.0                    | \$4.82                                     | 65000  | D  |  |

**Explanation of Responses:**

- (1) Performance restricted stock unit award based on a sales milestone.
- (2) Options vest ratably over forty-eight months.

**Remarks:**

Shares granted reported on Form 4 late due to administrative error.

**Reporting Owners**

| Reporting Owner Name / Address                           | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| O'Quinn Shari L<br>4239 E DUBOIS CT<br>GILBERT, AZ 85298 |               |           | VP, Clinical & Regulatory |       |

**Signatures**

Shari O'Quinn by Timothy N. Brady, Attorney-in-Fact for Reporting Person

6/6/2017

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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