

ENDOLOGIX INC /DE/
Form SC 13D/A
August 15, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No.12)*

Endologix, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

29266S106
(CUSIP Number)

Martin D. Sklar, Esq.
Kleinberg, Kaplan, Wolff & Cohen, P.C.
551 Fifth Avenue, New York, New York 10176
Tel: (212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 11, 2011
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

646,265

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

646,265

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

646,265

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.1%

14. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Elliott International, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a) [x]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
0

8. SHARED VOTING POWER
969,399

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
969,399

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
969,399

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7%

14. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International Capital Advisors Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

969,399

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

969,399

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

969,399

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

14. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This statement is filed with respect to the shares of the common stock, \$0.001 par value (the "Common Stock"), of Endologix, Inc. (the "Issuer"), beneficially owned by Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott"), Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisors Inc. ("EICA")(collectively, the "Reporting Persons") as of August 14, 2011 and amends and supplements the Schedule 13D originally filed on April 7, 2006, as previously amended (collectively, the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

ITEM 3. Source and Amount of Funds or Other Consideration.

Elliott Working Capital	\$1,839,489
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Elliott International Working Capital	\$2,759,056
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ITEM 5. Interest in Securities of the Issuer.

(a) Elliott individually beneficially owns 646,265 shares of Common Stock, constituting 1.1% of all of the outstanding shares of Common Stock. Elliott owns the 646,265 shares of Common Stock through a wholly owned subsidiary, The Liverpool Limited Partnership, a Bermuda limited partnership ("Liverpool").

Elliott International and EICA beneficially own an aggregate of 969,399 shares of Common Stock, constituting 1.7% of all of the outstanding shares of Common Stock.

Collectively, Elliott, Elliott International and EICA beneficially own 1,615,664 shares of Common Stock constituting 2.8% of all of the outstanding shares of Common Stock.

(b) Elliott has the power to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock beneficially owned by it.

Elliott International has the shared power with EICA to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned by Elliott International. Information regarding each of Elliott International and EICA is set forth in Item 2 of this Schedule 13D (previously filed) and is expressly incorporated by reference herein.

(c) The transactions effected by the Reporting Persons during the past sixty (60) days other than those previously disclosed on this Schedule 13D are set forth on Schedule 1 attached hereto. No other transactions with respect to the Common Stock that are required to be reported on Schedule 13D were effected by any of the Reporting Persons during the past sixty (60) days.

(d) No person other than Elliott has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Elliott.

No person other than Elliott International and EICA has the right to receive or the power to direct the receipt of dividends from, or the proceeds

from the sale of, the shares of Common Stock beneficially owned by Elliott International and EICA.

(e) On July 22, 2011, the Reporting Persons ceased to beneficially own 5% of the Issuer's outstanding shares of Common Stock.

ITEM 7. Material to be Filed as Exhibits.

Schedule 1 – Transactions of the Reporting Persons Effected During the Past 60 Days

Exhibit A - Joint Filing Agreement (previously filed)

Exhibit B – Letter to the Board dated October 13, 2008 (previously filed)

Exhibit C – Letter from the Issuer to Elliott Associates dated May 21, 2009 (previously filed)

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information with respect to it set forth in this statement is true, complete and correct.

Dated: August 15, 2011

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/Elliot Greenberg

Elliot Greenberg

Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/Elliot Greenberg

Elliot Greenberg

Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/Elliot Greenberg

Elliot Greenberg

Vice President

SCHEDULE 1

Transactions of the Reporting Persons Effected During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P. through its wholly-owned subsidiary, The Liverpool Limited Partnership, during the past sixty (60) days (other than those that were previously reported on this Schedule 13D):

Date	Security	Amount of Shs. Bought (Sold)	Approx. Price per Share (excl. of commissions)
12-Aug-2011	Common	(19,151)	\$9.045500
12-Aug-2011	Common	(40,000)	\$9.025000
12-Aug-2011	Common	(60,000)	\$9.000000
12-Aug-2011	Common	(96,400)	\$9.050000
12-Aug-2011	Common	(880)	\$9.050000
11-Aug-2011	Common	(20,383)	\$8.838000
11-Aug-2011	Common	(60,000)	\$8.850100
11-Aug-2011	Common	(90,760)	\$8.850000
11-Aug-2011	Common	(40,000)	\$8.850000
10-Aug-2011	Common	(6,160)	\$8.831600
29-Jul-2011	Common	(20)	\$9.200000
28-Jul-2011	Common	(4,378)	\$9.118200
27-Jul-2011	Common	(8,802)	\$9.412700
26-Jul-2011	Common	103	\$8.430000
22-Jul-2011	Common	(24,352)	\$9.562700
22-Jul-2011	Common	(46,903)	\$9.618500
21-Jul-2011	Common	(2,615)	\$9.721500
20-Jul-2011	Common	(20,000)	\$9.687000
20-Jul-2011	Common	(10,000)	\$9.700100
19-Jul-2011	Common	(31,839)	\$9.610400
19-Jul-2011	Common	(3,032)	\$9.740000
18-Jul-2011	Common	(13,093)	\$9.444800

The above transactions were effected on the open market.

The following transactions were effected by Elliott International, L.P. during the past sixty (60) days (other than those that were previously reported on this Schedule 13D):

Date	Security	Amount of Shs. Bought (Sold)	Approx. Price per Share (excl. of commissions)
12-Aug-2011	Common	(28,726)	\$9.045500
12-Aug-2011	Common	(60,000)	\$9.025000
12-Aug-2011	Common	(90,000)	\$9.000000
12-Aug-2011	Common	(144,600)	\$9.050000
12-Aug-2011	Common	(1,320)	\$9.050000
11-Aug-2011	Common	(30,575)	\$8.838000
11-Aug-2011	Common	(90,000)	\$8.850100
11-Aug-2011	Common	(136,140)	\$8.850000
11-Aug-2011	Common	(60,000)	\$8.850000
10-Aug-2011	Common	(9,241)	\$8.831600
29-Jul-2011	Common	(30)	\$9.200000
28-Jul-2011	Common	(6,566)	\$9.118200
27-Jul-2011	Common	(13,204)	\$9.412700
26-Jul-2011	Common	154	\$8.430000
22-Jul-2011	Common	(36,529)	\$9.562700
22-Jul-2011	Common	(70,354)	\$9.618500
21-Jul-2011	Common	(3,923)	\$9.721500
20-Jul-2011	Common	(30,000)	\$9.687000
20-Jul-2011	Common	(15,000)	\$9.700100
19-Jul-2011	Common	(47,759)	\$9.610400
19-Jul-2011	Common	(4,549)	\$9.740000
18-Jul-2011	Common	(19,640)	\$9.444800

The above transactions were effected on the open market.

