Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ENDOLOGIX, INC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/25/1996

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
ENDOLOGIX, INC

11 STUDEBAKER
IRVINE, CA 92618

2b Employer Identification Number (EIN) 68-0328265

2c Sponsor's telephone number 949-595-7200

2d Business code (see instructions) 325410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	11/01/2010	MELISSA VERGARA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ENDOLOGIX, INC 11 STUDEBAKER IRVINE, CA 92618	**3b** Administrator's EIN 68-0328265 **3c** Administrator's telephone number 949-595-7200

4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		**4b** EIN
a	Sponsor's name		**4c** PN
5	Total number of participants at the beginning of the plan year	**5**	233
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	201
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	243
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	243
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	150
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
3D 2E 2F 2G 2J 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	Insurance	**(1)**	Insurance
(2)	Code section 412(e)(3) insurance contracts	**(2)**	Code section 412(e)(3) insurance contracts
(3) X	Trust	**(3)** X	Trust
(4)	General assets of the sponsor	**(4)**	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules		**b General Schedules**	
(1) X	**R** (Retirement Plan Information)	**(1)** X	**H** (Financial Information)
(2)	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	**I** (Financial Information – Small Plan)
		(3)	___ **A** (Insurance Information)
		(4) X	**C** (Service Provider Information)
(3)	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	**D** (DFE/Participating Plan Information)
		(6)	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
ENDOLOGIX, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ENDOLOGIX, INC

D Employer Identification Number (EIN)
68-0328265

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

UMBREV/KOBY GROUP

24422 AVENIDADELA CARLOTA
SUITE 400
LAGUNA HILLS, CA 92653

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 60 37 64	RECORD KEEPER	185	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ASCENSUS	15 60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE FORMULA DESCRIPTION REPORT LISTING THE FORMULA FOR SUB TA REVENUE BY FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
ENDOLOGIX, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ENDOLOGIX, INC

D Employer Identification Number (EIN)
68-0328265

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	14233	21483
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	483089	318764
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	50041	26142
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1892266	3057757
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2439629	3424146
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2439629	3424146

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	946034	
	(C) Others (including rollovers)	2a(1)(C)	87751	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1033785
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1123	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2253	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3376
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	39153	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		39153
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		548817
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1625131
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	599767	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		599767
f Corrective distributions (see instructions)	2f		40723
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	124	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		124
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		640614
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		984517
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SQUAR MILNER (2) EIN: 33-0835986

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
ENDOLOGIX, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ENDOLOGIX, INC

D Employer Identification Number (EIN)
68-0328265

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 45-0404698

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ENDOLOGIX, INC. 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

December 31, 2009 and 2008

INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits 2

Statement of Changes in Net Assets Available for Benefits 3

Notes to Financial Statements 4

Supplemental Schedule*

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 13

*Note: Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SQUAR MILNER

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of Endologix, Inc. 401(k) Plan,

We were engaged to audit the financial statements and supplemental schedule of Endologix, Inc. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, as listed in the accompanying index to financial statements and supplemental schedule. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Ascensus (the "Agent"), as agent for Frontier Trust Company FSB (the "Custodian"), as of December 31, 2009 and 2008, and for the year ended December 31, 2009, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Agent on behalf of the Custodian as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Agent on behalf of the Custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Agent on behalf of the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Squar Milner Peterson Miranda & Williamson, LLP

Newport Beach, California
September 7, 2010

SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP
Certified Public Accountants & Financial Advisors, Serving Clients Since 1954
4100 Newport Place Drive, Third Floor | Newport Beach, CA 92660 Tel: 949-222-2999 | Fax: 949-222-2989
Los Angeles Newport Beach San Diego Cayman Islands

ENDOLOGIX, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value:		
Registered investment companies	$ 3,057,757	$ 1,892,266
Money market funds	318,763	483,089
Participant loans	26,142	50,041
	3,402,662	2,425,396
Participant contribution receivable	21,483	14,233
	3,424,145	2,439,629
LIABILITIES		
Corrective distributions payable	74,402	38,243
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,349,743	$ 2,401,386

The accompanying notes are an integral part of these financial statements.

ENDOLOGIX, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2009

ADDITIONS TO THE NET ASSETS ATTRIBUTED TO	
Investment income:	
Net appreciation in fair value of investments	$ 548,817
Interest income	1,123
Dividend income	39,153
Participant loan interest income	2,253
Net investment income	591,346
Contributions:	
Participant deferrals	946,033
Participant rollovers	87,751
Total contributions	1,033,784
Total additions	1,625,130
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Participant withdrawals	599,767
Corrective distributions	76,882
Administrative expenses	124
Total deductions	676,773
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	948,357
NET ASSETS AVAILABLE FOR BENEFITS – beginning of year	2,401,386
NET ASSETS AVAILABLE FOR BENEFITS – end of year	$ 3,349,743

The accompanying notes are an integral part of these financial statements.

1. PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of the Endologix, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which became effective on June 25, 1996 to provide retirement benefits for eligible employees of Endologix, Inc. (the "Company"). The Company is the Plan Administrator and Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Ascensus (the "Agent") is authorized to act as an agent for Frontier Trust Company FSB (the "Custodian").

Eligibility

The Plan requires each employee to attain the age of twenty-one and eligibility begins at the date of hire. Upon satisfying this requirement, employees will become eligible to participate in the Plan at any point of employment. Eligible employees may enroll in the Plan at any time after their eligibility date.

Contributions

Each year, participants may contribute up to 100% of their pre-tax annual compensation, subject to the maximum dollar amount allowed under Section 404(a) of the Internal Revenue Code, as amended (the "Code"). The maximum contribution allowed for 2009 was $16,500. Participants over age 50 can defer an additional amount in excess of the dollar limit in the Code. For the 2009 plan year, the maximum catch-up contribution was $5,500. Participants may also contribute amounts representing distributions from other qualified plans. At the discretion of the Board of Directors, the Company may contribute a matching amount equal to a discretionary percentage of a participant's elective deferral contributions. During 2009, no discretionary matching contributions were made to the Plan. Contributions are subject to certain limitations, as defined by law.

Participant Accounts

Each participant's account is credited with the participant's contribution and the participant's share of the Plan earnings, net of certain investment management fees. Allocations are based on participant account balances, as defined in the Plan. Participants may direct their elective deferral contributions into various investment options offered by the Plan and may change their investment options at any time.

1. PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Vesting

Participants are immediately fully vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contributions plus actual earnings thereon is based on years of continuous service. Participants vest at 20% per year of credited service after the first year and are 100% vested after six years. To receive a year of credited service, a participant must be credited with at least 1,000 hours of service.

Participant Loans

Participants may borrow from their fund accounts, a minimum of $1,000 up to a maximum amount of 50% of their vested account balance subject to certain Department of Labor and Internal Revenue Service ("IRS") requirements. Loan transactions are treated as a transfer between the respective investment fund and the loan fund. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan Administrator. The interest rate on borrowings ranged from 3.25% to 8.25% as of December 31, 2009 and 4.00% to 8.25% as of December 31, 2008.

Payment of Benefits

Benefit payments are made upon early or normal retirement, disability, or death. Upon termination of employment, a participant may have the vested benefits disbursed through a lump sum cash distribution or transferred to another qualified plan. If the vested value of the participant's account exceeds $5,000, the participant may elect to keep the account in the Plan and maintain his or her account in any of the Plan's investment options. Benefits are recorded when paid.

Corrective Distributions

During 2009, the Plan refunded approximately $76,882 to certain active participants to return to them excess 2009 deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. The refunds are reflected in the accompanying statement of changes in net assets available for benefits. At December 31, 2009, there was corrective distributions payable of approximately $74,000 remaining to be distributed.

Forfeitures

Forfeited nonvested amounts are used to reduce future employer contributions, with any remaining amounts used to reduce the Plan's ordinary and necessary administrative expenses. As of December 31, 2009, the Plan had no forfeited nonvested accounts.

1. PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Administrative Expenses

The costs of administering the Plan are paid for by the Company with the exception of payment of brokerage commissions and fees associated with the management of the investment funds and certain administrative expenses paid to the Agent, a party-in-interest. Costs paid by the Company, a party in interest to the Plan, were approximately $5,700 for the year ended December 31, 2009. Costs paid by the Plan were approximately $100 for the year ended December 31, 2009.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts with respect to Company contributions.

Plan Amendments

There were no amendments to the Plan during the year ended December 31, 2009.

New Accounting Pronouncement

In April 2009, the Financial Accounting Standards Board ("FASB") issued additional guidance for determining fair value when the volume and level of activity for assets or liabilities has significantly decreased and identifying transactions that are not considered orderly. The additional guidance was effective for interim and annual reporting periods ending after December 15, 2009. The adoption of this guidance did not have a material impact on the Plan's financial statements (see Note 6).

Basis of Accounting

The financial statements of the Plan are prepared on an accrual basis and in conformity with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

1. PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments

Investments in registered investment companies and the money market funds are stated at fair value based on units of participation as certified by the Agent. Loans to participants are valued at cost plus interest, which approximates fair value.

Investment income is recorded on an accrual basis. Purchases and sales of securities are recorded on a trade-date basis. The net realized and unrealized gains and losses are reflected in the statement of changes in net assets available for benefits as net appreciation in the fair value of investments.

Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events

The Plan evaluated subsequent events for their potential impact on the financial statements and disclosures through September 7, 2010, which is the date the financial statements were issued.

2. TAX STATUS

The IRS has determined by letter, dated November 27, 2001, that the Plan is qualified in accordance with applicable sections of the Code, and the trust under the Plan constitutes a qualified trust and is therefore exempt from federal income taxes. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

3. INFORMATION CERTIFIED BY THE AGENT (UNAUDITED)

Information regarding the investments and investment transactions, as shown in the accompanying financial statements and supplemental schedule, has been certified to the Plan Sponsor and Administrator by the Agent on behalf of the Custodian as being complete and accurate.

Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA states, in part, that any statement of information prepared and certified by the Agent need not be audited or reported on by an independent public accountant. Pursuant to that regulation, the Plan Sponsor has instructed its independent public accountants not to perform any auditing procedures with respect to information certified by the Agent on behalf of the Custodian as of and for the year ended December 31, 2009 and 2008.

The fair value of investments, by category, was as follows at December 31:

	2009	2008
Investments, at fair value:		
Registered investment companies	$ 3,057,757	$ 1,892,266
Money market funds	318,763	483,089
Participant loans	26,142	50,041
	$ 3,402,662	$ 2,425,396

Investment activity was as follows for the year ended December 31, 2009:

Net appreciation in fair value of investments	$ 548,817
Interest income	1,123
Dividend income	39,153
Participant loan interest income	2,253
	$ 591,346

4. INVESTMENTS

The following investments represent five percent or more of the Plan's net assets at December 31:

	2009	2008
ML Ready Assets Trust	$ 242,134	$ 440,227
Janus Balanced Fund	$ 197,820	$ 206,545
GM Janus Enterprise Fund	$ 242,887	$ *

4. INVESTMENTS (continued)

	2009	2008
PIMCO Total Return Fund	$ 281,364	$ 154,937
GM Delaware Diversified Income Fund	$ 171,536	$ *
GM Black Rock Global Allocation Fund	$ 210,854	$ *
GM Davis NY Venture Fund	$ 320,481	$ 172,417
GM American Funds Growth Fund of America	$ 216,765	$ *

** less than five percent of the Plan's net assets*

5. PARTY-IN-INTEREST AND REPORTABLE TRANSACTIONS

The Custodian is a party-in-interest as defined by ERISA. The Custodian invests certain Plan assets in its investment funds and were paid administrative fees of approximately $100 in 2009. The Company is the Plan Sponsor, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions permitted by Department of Labor regulations.

Reportable transactions are transactions in excess of five percent of Plan assets, as defined under ERISA. There were no reportable transactions required to be disclosed that occurred during the year ended December 31, 2009.

6. FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Plan adopted the provisions of FASB Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, or ASC 820, with respect to its investments. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs.

Level 1: Quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2: Inputs other than level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs used to measure fair value to the extent that observable inputs are not available.

6. FAIR VALUE MEASUREMENTS (continued)

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Registered Investment Companies

The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent asset values of shares held by the Plan at year-end and are classified as Level 1 investments.

Money Market Funds

The money market funds are valued at quoted market prices in an exchange and active markets, which represent the net asset values of shares held by the Plan at year-end and are classified as Level 1 investments.

Participant Loans

Participant loans are valued at their outstanding balances, which approximate fair value and are classified as Level 3.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

	Fair Value as of December 31, 2009			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Registered investment companies	$ 3,057,757	$ –	$ –	$ 3,057,757
Money market funds	318,763	–	–	318,763
Participant loans	–	–	26,142	26,142
Total assets at fair value	$ 3,376,520	$ –	$ 26,142	$ 3,402,662

6. FAIR VALUE MEASUREMENTS (continued)

	Fair Value as of December 31, 2008			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Registered investment companies	$ 1,892,266	$ –	$ –	$ 1,892,266
Money market funds	483,089	–	–	483,089
Participant loans	–	–	50,041	50,041
Total assets at fair value	$ 2,375,355	$ –	$ 50,041	$ 2,425,396

Changes in the fair value of Plan's Level 3 investments during the year ended December 31, 2009 and 2008 were as follows:

Balance as of January 1, 2008	$ 12,105
Purchases, issuances, and settlements, net	37,936
Balance as of December 31, 2008	50,041
Purchases, issuances, and settlements, net	(23,899)
Balance as of December 31, 2009	$ 26,142

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits at December 31, 2009 and 2008 per the accompanying financial statements to the Form 5500:

	2009	**2008**
Net assets available for benefits per the financial statements	$ 3,349,743	$ 2,401,386
Add: Accrual of corrective distributions payable	74,402	38,243
Net assets available for benefits per the Form 5500	$ 3,424,145	$ 2,439,629

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of the net increase in net assets available for benefits for the year ended December 31, 2009 per the accompanying financial statements to the Form 5500:

Net increase in net assets available for benefits per the financial statements	$	948,357
Add: Net change in corrective distributions		36,159
Net increase in net assets available for benefits per the Form 5500	$	984,516

SUPPLEMENTAL SCHEDULE

ENDOLOGIX, INC. 401(k) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
December 31, 2009
Employer I.D. 68-0328265
Plan Number 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment (including rate of interest)	(e) Current Value
	Merrill Lynch	ML Ready Assets Trust (Money Market)	$ 242,134
	Black Rock	Black Rock Total Return Fund	20,109
	Delaware	Delaware Diversified Income Fund Class R	29,176
	PIMCO	PIMCO Total Return Fund R	116,936
	PIMCO	PIMCO Real Return R Fund	48,673
	Janus	Janus Adviser Balanced Fund R	197,820
	American Funds	American Funds Growth Fund of America	121,377
	Davis	Davis NY Venture Fund	103,652
	Black Rock	Black Rock Large Cap Core Fund	29,926
	Black Rock	Black Rock S&P 500 Index Fund	144,680
	Black Rock	Black Rock Large Cap Value Fund	64,107
	Black Rock	Black Rock Equity Dividend Fund	12,959
	MFS Investment Management	MFS Utilities Fund R2	49,369
	Black Rock	Black Rock Mid Cap Value Opportunities Fund	59,814
	Black Rock	Black Rock Value Opportunities Fund	71,630
	Black Rock	Black Rock Global Allocation Fund	54,556
	Franklin	Franklin Mutual Discovery Fund	46,850
	Black Rock	Black Rock Global Small Cap Fund	60,836
	Thornburg	Thornburg International Value Fund	161,115
	Janus	GM Janus Enterprise Fund	242,887
	Merrill Lynch	GM ML Ready Assets Trust (Money Market)	76,575
	Black Rock	Black Rock Conservative Prepared Port. R	5,057
	Delaware	GM Delaware Diversified Income Fund	171,536
	PIMCO	GM PIMCO Total Return R Fund	281,364
	American Funds	GM American Funds Growth Fund of America R2	216,765
	Black Rock	Black Rock Aggr Growth Prepared Port. R	2,320
	Davis	GM Davis NY Venture Fund	320,481
	Black Rock	GM Black Rock Global Small Cap Fund	136,020
	Black Rock	GM Black Rock Global Allocation Fund	210,854
	Janus	Janus Enterprise Fund – R Shares	76,887
*	Participants	Participant loans (bearing 3.25% to 8.25% per annum)	26,142
*	Frontier Trust Company FSB	Contribution account	55
			$ 3,402,662

* Party-in-interest, as defined by ERISA, for which a statutory exemption exists.

The information in this schedule has been certified as to its completeness and accuracy by Ascensus, an agent for Frontier Trust Company FSB.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)
Formula Description

Plan Name: ENDOLOGIX, INC. 401(K) PLAN

Plan Number: 133220

Broker Dealer: Umbrey/Koby Group

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
MDSRX	BlackRock S & P 500 Index Fund	N/A
MRAXX	Ready Assets(7dayYield:0.01%)	6 dollars per fund position
MRGSX	BlackRock Global SmallCap Fund Inc.	12 dollars per fund position
TEDRX	Franklin Mutual Global Discovery Fund R	12 dollars per fund position
MRLOX	BlackRock Global Allocation Fund Inc.	12 dollars per fund position
MRSPX	BlackRock Value Opportunities Fund Inc.	12 dollars per fund position
MRRFX	BlackRock Mid Cap Value Opportunities Fd	12 dollars per fund position
GMMRAXX	GM Ready Assets Prime Money Fund	6 dollars per fund position
MRLVX	BlackRock Large Cap Value Fund	12 dollars per fund position
GMDPRFX	GM Delaware Diversified Income Fund Clas	12 dollars per fund position
MRLRX	BlackRock Large Cap Core Fund	12 dollars per fund position
NYVRX	Davis NY Venture Fund Inc	12 dollars per fund position
RGABX	American Funds Growth Fnd of Amer R2	12 dollars per fund position
PRRRX	Pimco Real Return R	12 dollars per fund position
DPRFX	Delaware Diversified Income Fund Class R	12 dollars per fund position
MRCBX	BlackRock Total Return Fund	12 dollars per fund position
MRDVX	BlackRock Equity Dividend Fund	12 dollars per fund position
BRAPX	BlackRock Aggr Growth Prepared Port. R	12 dollars per fund position
JDMRX	Janus Enterprise Fund - R Shares	12 dollars per fund position
JDBRX	Janus Balanced Fund - R Shares	12 dollars per fund position
MURRX	MFS Utilities Fund R2	12 dollars per fund position
GMMRLOX	GM BlackRock Global Allocation Fund	12 dollars per fund position
GMMRGSX	GM BlackRock Global SmallCap Fund In	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: ENDOLOGIX, INC. 401(K) PLAN

Plan Number: 133220

Broker Dealer: Umbrey/Koby Group

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMPTRRX	GM PIMCO Total Return Fund R	12 dollars per fund position
TGVRX	Thornburg International Value Fund Cl R3	12 dollars per fund position
PTRRX	PIMCO Total Return Fund R	12 dollars per fund position
GMJDMRX	GM Janus Enterprise Fund	12 dollars per fund position
BRCPX	BlackRock Conservative Prepared Port. R	12 dollars per fund position
GMTGVRX	GM Thornburg International Value Fund Cl	12 dollars per fund position
GMMRSPX	GM BlackRock Value Opportunities Fund	12 dollars per fund position
GMMRLVX	GM BlackRock Large Cap Value Fund	12 dollars per fund position
GMRGABX	GM American Funds Growth Fnd of Amer R2	12 dollars per fund position
GMPRRRX	GM Pimco Real Return R	12 dollars per fund position
GMNYVRX	GM Davis NY Venture Fund Inc	12 dollars per fund position

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ENDOLOGIX, INC 401(K) PLAN **EIN:** 68-0328265
Plan Sponsor's Name ENDOLOGIX, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Merrill Lynch	Ready Assets(7dayYield:0.00%)	0	242,135
	BlackRock	BlackRock Total Return Fund	0	20,109
	Delaware	Delaware Diversified Income Fund Class R	0	29,176
	PIMCO	Pimco Real Return R	0	48,673
	American Funds	American Funds Growth Fnd of Amer R2	0	121,378
	Davis NY	Davis NY Venture Fund Inc	0	103,652
	BlackRock	BlackRock Large Cap Core Fund	0	29,926

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ENDOLOGIX, INC 401(K) PLAN **EIN:** 68-0328265
Plan Sponsor's Name ENDOLOGIX, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BlackRock	BlackRock S & P 500 Index Fund	0	144,680
	BlackRock	BlackRock Large Cap Value Fund	0	64,108
	BlackRock	BlackRock Equity Dividend Fund	0	12,959
	BlackRock	BlackRock Mid Cap Value Opportunities Fd	0	59,814
	BlackRock	BlackRock Value Opportunities Fund Inc.	0	71,630
	BlackRock	BlackRock Global Allocation Fund Inc.	0	54,556
	Franklin	Franklin Mutual Global Discovery Fund R	0	46,850

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ENDOLOGIX, INC 401(K) PLAN **EIN:** 68-0328265
Plan Sponsor's Name ENDOLOGIX, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BlackRock	BlackRock Global SmallCap Fund Inc.	0	60,836
	Thornburg	Thornburg International Value Fund Cl R3	0	161,115
	Merrill Lynch	GM Ready Assets Prime Money Fund	0	76,575
	Delaware	GM Delaware Diversified Income Fund Clas	0	171,536
	American Funds	GM American Funds Growth Fnd of Amer R2	0	216,765
	BlackRock	BlackRock Conservative Prepared Port. R	0	5,057
	BlackRock	BlackRock Aggr Growth Prepared Port. R	0	2,320

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ENDOLOGIX, INC 401(K) PLAN **EIN:** 68-0328265
Plan Sponsor's Name ENDOLOGIX, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PIMCO	PIMCO Total Return Fund R	0	116,936
	Davis NY	GM Davis NY Venture Fund Inc	0	320,481
	PIMCO	GM PIMCO Total Return Fund R	0	281,364
	BlackRock	GM BlackRock Global SmallCap Fund In	0	136,020
	BlackRock	GM BlackRock Global Allocation Fund	0	210,854
	MFS	MFS Utilities Fund R2	0	49,369
	Janus	Janus Balanced Fund - R Shares	0	197,820

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ENDOLOGIX, INC 401(K) PLAN **EIN:** 68-0328265
Plan Sponsor's Name ENDOLOGIX, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Janus	Janus Enterprise Fund - R Shares	0	76,887
	Janus	GM Janus Enterprise Fund	0	242,887
	Participants Loan Account	Various Rates and Maturities	0	26,142
	Frontier Trust Company	Contribution Account	0	54