

Stereotaxis, Inc.  
Form 8-K  
August 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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): August 22, 2012**

**STEREOTAXIS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-50884**

**94-3120386**

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(Commission File Number)

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(IRS Employer Identification No.)

**4320 Forest Park Avenue, Suite 100, St. Louis, Missouri 63108**

(Address of Principal Executive Offices) (Zip Code)

**(314) 678-6100**

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(Registrant's Telephone Number, Including Area Code)

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(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 (see General Instruction A.2. below):

- 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))

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- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On August 22, 2012, Stereotaxis, Inc. (the "Company") held its Annual Meeting of Stockholders. Stockholders were asked to consider and act upon:

- (1) The election of two directors as Class II Directors to serve until the Company's 2015 Annual Meeting;
- (2) A proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012;
- (3) A proposal to approve, by non-binding vote, executive compensation; and
- (4) A proposal to approve the Stereotaxis, Inc. 2012 Stock Incentive Plan.

The votes for, withheld, against, abstentions, and broker non-votes, where applicable, for each matter are set out below.

- (1) Election of Directors:

Name of Nominee	Votes For	Votes Withheld	Votes Abstain	Broker Non-Votes
Joseph D. Keegan	48,543,650	782,683	0	17,501,110
Robert J. Messey	39,628,924	9,697,409	0	17,501,110

- (2) Proposal regarding ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012:

Number of Votes For:	66,068,277
Number of Votes Against:	713,935
Number of Votes Abstain:	45,231
Number of Non-Votes:	0

- (3) Proposal to approve, by non-binding vote, executive compensation:

Number of Votes For:	47,669,087
Number of Votes Against:	1,454,459
Number of Votes Abstain:	202,787

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	Number of Non-Votes:	17,501,110
(4)	Proposal to approve the Stereotaxis, Inc. 2012 Stock Incentive Plan:	
	Number of Votes For:	47,545,879
	Number of Votes Against:	1,633,905
	Number of Votes Abstain:	146,549
	Number of Non-Votes:	17,501,110

**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.

**STEREOTAXIS, INC.**

Date: August 24, 2012

By:

/s/ Karen Witte Duros

Name:

Karen Witte Duros

Title:

Sr. Vice President, General Counsel