

Stereotaxis, Inc.  
Form 10-Q/A  
July 02, 2009

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

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended March 31, 2009.**

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File Number: 000-50884**

**STEREOTAXIS, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State of Incorporation)

**94-3120386**  
(I.R.S. employer identification no.)

**4320 Forest Park Avenue**

**Suite 100**

**St. Louis, Missouri**  
(Address of principal executive offices)

**63108**  
(Zip Code)

**Registrant's telephone number, including area code: (314) 678-6100**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of outstanding shares of the registrant's common stock on April 30, 2009 was 42,378,793.

**EXPLANATORY NOTE**

Stereotaxis, Inc., a Delaware corporation (the Company), is filing this Amendment No. 1 (this Amendment) to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission (the Commission) on May 11, 2009 (the Original 10-Q), solely to reflect the inclusion of information which had previously been redacted from Exhibit 10.1 to the Original 10-Q. Except as identified above, no other amendments or changes to the Original 10-Q are made by this Amendment and the remainder of the Original 10-Q shall remain in effect as of the date of filing of the Original 10-Q. Additionally, this Amendment does not purport to provide an update or discussion of any other developments subsequent to the filing of the Original 10-Q.

**STEREOTAXIS, INC.**

**PART II OTHER INFORMATION**

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1(1)        | Restated Certificate of Incorporation of the Company  |
| 3.2(1)        | Restated Bylaws of the Company  |
| 4.1(2)        | Form of Series B, C and D Warrants issued pursuant to that certain Securities Purchase Agreement, dated December 29, 2008, between the Company, RCG PB, Ltd., and Ramius Enterprise Master Fund Ltd |
| 10.1*         | Amended and Restated Loan and Security Agreement, dated March 12, 2009, between the Company and Silicon Valley Bank   |
| 10.2          | Export-Import Bank Loan and Security Agreement, dated March 12, 2009, between the Company, Stereotaxis International, Inc., and Silicon Valley Bank   |
| 10.3          | Stereotaxis Advisory Board and Consulting Agreement, dated February 25, 2009, between the Company and Eric N. Prystowsky, MD  |
| 31.1          | Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Executive Officer).  |
| 31.2          | Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Financial Officer).  |
| 32.1          | Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Chief Executive Officer).  |
| 32.2          | Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Chief Financial Officer).  |

\* Filed herewith

- (1) This exhibit was previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 (filed November 12, 2004) (File No. 000-50884), and is incorporated herein by reference.
- (2) This exhibit was previously filed as Exhibit 4.2 to Amendment No. 1 to Registrant's Current Report on Form 8-K/A filed January 8, 2009 (File No. 000-50884), and is incorporated herein by reference.

**STEREOTAXIS, INC.**

**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 thereunto duly authorized.

STEREOTAXIS, INC.  
(Registrant)

Date: July 2, 2009

By: /s/ Michael P. Kaminski  
Michael P. Kaminski,  
Chief Executive Officer

Date: July 2, 2009

By: /s/ James M. Stolze  
James M. Stolze, Vice President and  
Chief Financial Officer