

Stereotaxis, Inc.  
Form 8-K  
September 04, 2015

**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): September 4, 2015**

**STEREOTAXIS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**001-36159**  
**(Commission**

**94-3120386**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**4320 Forest Park Avenue, Suite 100,**

**St. Louis, Missouri**  
**(Address of Principal Executive Offices)**  
**(314) 678-6100**

**63108**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

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

**Item 8.01. Other Events.**

On September 4, 2015, Stereotaxis, Inc. (the Company) issued a press release announcing the commencement of a warrants offering (the Warrants Offering) of transferable subscription warrants to holders of record of the Company's common stock and of certain of the Company's warrants (pursuant to the terms of their respective warrants) to purchase an aggregate of up to 5,755,775 shares of our common stock, par value \$0.001 per share. A copy of the Company's press release is filed as Exhibit 99.8 attached hereto. In connection with the Warrants Offering, the Company is filing items included as exhibits to this Current Report on Form 8-K for the purpose of incorporating such items as exhibits in the Company's Registration Statement on Form S-3 (File No. 333-192606), to which the prospectus supplement dated September 4, 2015, relating to the Warrants Offering is a part.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

- 4.1 Form of Warrant Certificate
- 5.1 Opinion of Bryan Cave LLP
- 8.1 Opinion of Bryan Cave LLP regarding certain tax matters
- 23.1 Consent of Bryan Cave LLP (included in Exhibit 5.1)
- 99.1 Form of Instructions
- 99.2 Form of Notice of Guaranteed Delivery
- 99.3 Form of Letter to Beneficial Holders
- 99.4 Form of Letter to Record Stockholders
- 99.5 Form of Letter to Clients of Stockholders who are Beneficial Holders
- 99.6 Beneficial Owner Election Form
- 99.7 Nominee Holder Certification
- 99.8 Press Release, dated September 4, 2015

**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: September 4, 2015

By: /s/ Karen Witte Duros

Name: Karen Witte Duros

Title: Sr. Vice President, General Counsel