Stereotaxis, Inc.
Form 10-Q
November 10, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

¨ **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: 001-36159

STEREOTAXIS, INC.

(Exact name of registrant as specified in its charter)

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. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Registration S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x 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 ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b -2 of the Exchange Act). ¨ Yes x No

The number of outstanding shares of the registrant s common stock on October 31, 2016 was 21,904,128.

STEREOTAXIS, INC.

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ITEM 1. FINANCIAL STATEMENTS

STEREOTAXIS, INC.

BALANCE SHEETS

	September 30, 2016 (Unaudited)	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 9,244,783	$ 5,593,582
Accounts receivable, net of allowance of $281,371 and $93,478 in 2016 and 2015, respectively	4,882,354	6,376,470
Inventories	5,400,015	4,504,282
Prepaid expenses and other current assets	774,427	668,659
Total current assets	20,301,579	17,142,993
Property and equipment, net	767,053	1,067,321
Intangible assets, net	486,399	635,889
Other assets	42,975	31,693
Total assets	$ 21,598,006	$ 18,877,896
Liabilities and stockholders deficit		
Current liabilities:		
Accounts payable	$ 2,858,812	$ 1,840,135
Accrued liabilities	5,223,591	6,058,390
Deferred revenue	6,445,352	7,445,935
Warrants	27,522,147	794,130
Total current liabilities	42,049,902	16,138,590
Long-term debt		18,080,159
Long-term deferred revenue	622,531	2,009,198
Other liabilities	388,213	275,603
Total liabilities	43,060,646	36,503,550
Preferred stock:		
Preferred stock, par value $0.001; 10,000,000 shares authorized, 24,000 shares and zero shares outstanding at 2016 and 2015, respectively	6,137,476	
Stockholders deficit:		
Common stock, par value $0.001; 300,000,000 shares authorized, 21,895,206 and 21,551,173, shares issued at 2016 and 2015, respectively	21,895	21,551
Additional paid in capital	449,363,321	448,517,472
Treasury stock, 4,015 shares at 2016 and 2015	(205,999)	(205,999)
Accumulated deficit	(476,779,333)	(465,958,678)
Total stockholders deficit	(27,600,116)	(17,625,654)

Total liabilities and stockholders deficit	$	21,598,006	$	18,877,896

See accompanying notes.

STEREOTAXIS, INC.

STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Revenue:				
Systems	$ 1,954,859	$ 2,298,608	$ 4,965,855	$ 8,222,722
Disposables, service and accessories	6,378,608	6,976,006	19,890,240	20,247,169
Total revenue	8,333,467	9,274,614	24,856,095	28,469,891
Cost of revenue:				
Systems	1,245,330	1,286,849	2,724,326	4,536,391
Disposables, service and accessories	1,008,662	1,159,547	2,805,550	3,483,906
Total cost of revenue	2,253,992	2,446,396	5,529,876	8,020,297
Gross margin	6,079,475	6,828,218	19,326,219	20,449,594
Operating expenses:				
Research and development	1,295,130	1,494,201	4,189,596	4,399,734
Sales and marketing	3,396,989	3,691,805	11,502,808	11,976,955
General and administrative	2,561,513	2,549,690	7,934,350	8,116,989
Total operating expenses	7,253,632	7,735,696	23,626,754	24,493,678
Operating loss	(1,174,157)	(907,478)	(4,300,535)	(4,044,084)
Other income (expense)	(9,852,514)	725,356	(9,685,850)	832,148
Interest income		267	362	1,622
Interest expense	(818,738)	(815,071)	(2,466,803)	(2,460,881)
Gain on extinguishment of debt	5,632,171		5,632,171	
Net loss	$ (6,213,238)	$ (996,926)	$ (10,820,655)	$ (5,671,195)
Deemed dividend on preferred stock	(6,137,476)		(6,137,476)	
Net loss available to common stockholders	$ (12,350,714)	$ (996,926)	$ (16,958,131)	$ (5,671,195)
Net loss per common share:				
Basic	$ (0.56)	$ (0.05)	$ (0.78)	$ (0.27)
Diluted	$ (0.56)	$ (0.05)	$ (0.78)	$ (0.27)
Weighted average shares used in computing net loss per common share:				
Basic	21,869,177	21,142,795	21,758,529	20,965,012
Diluted	21,869,177	21,142,795	21,758,529	20,965,012

See accompanying notes.

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STEREOTAXIS, INC.

STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Cash flows from operating activities		
Net loss	$ (10,820,655)	$ (5,671,195)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	276,618	223,430
Amortization of intangibles	149,490	224,875
Amortization of deferred finance costs	163,034	166,850
Share-based compensation	822,785	887,087
Gain on debt extinguishment	(5,632,171)	
Noncash interest	485,857	
Adjustment of warrants	9,685,850	(832,148)
Changes in operating assets and liabilities:		
Accounts receivable	1,494,116	(118,168)
Inventories	(872,083)	893,745
Prepaid expenses and other current assets	(81,867)	167,242
Other assets	(11,282)	93,950
Accounts payable	1,018,677	(30,047)
Accrued liabilities	(834,799)	537,375
Deferred revenue	(2,387,250)	(374,441)
Other liabilities	112,610	(409,339)
Net cash used in operating activities	(6,431,070)	(4,240,784)
Cash flows from investing activities		
Purchase of equipment		(59,768)
Net cash used in investing activities		(59,768)
Cash flows from financing activities		
Payments of deferred financing costs	(100,000)	
Proceeds from revolving line of credit	7,650,000	
Payments of revolving line of credit	(7,650,000)	
Proceeds from (payments of) Healthcare Royalty Partners debt	(13,020,780)	(105,272)
Proceeds from (payments of) issuance of stock, net of issuance costs	23,203,051	753,992
Net cash provided by (used in) financing activities	10,082,271	648,720
Net increase (decrease) in cash and cash equivalents	3,651,201	(3,651,832)
Cash and cash equivalents at beginning of period	5,593,582	7,270,301
Cash and cash equivalents at end of period	$ 9,244,783	$ 3,618,469

See accompanying notes.

STEREOTAXIS, INC.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Notes to Financial Statements

In this report, Stereotaxis , the Company , Registrant , we , us , and our refer to Stereotaxis, Inc. and its wholly o subsidiaries. Epoch®, Niobe®, Odyssey®, Odyssey Cinema, Vdrive®, Vdrive Duo, V-CAS, V-Loop, V-Sono, V-CAS Deflect, QuikCAS, Cardiodrive®, and Pegasus are trademarks of Stereotaxis, Inc. All other trademarks that appear in this report are the property of their respective owners.

1. Description of Business

Stereotaxis designs, manufactures, and markets the Epoch® Solution, an advanced remote robotic navigation system for use in a hospital s interventional surgical suite or interventional lab , that we believe revolutionizes the treatment of arrhythmias and coronary artery disease by enabling enhanced safety, efficiency, and efficacy for catheter-based or interventional procedures. The *Epoch* Solution is comprised of the Niobe® ES Magnetic Navigation System (*Niobe* ES system), Odyssey® Information Management Solution (*Odyssey* Solution), and the Vdrive® Robotic Navigation System (*Vdrive* system) and related devices.

The *Niobe* ES system is designed to enable physicians to complete more complex interventional procedures by providing image-guided delivery of catheters and guidewires through the blood vessels and chambers of the heart to treatment sites. This is achieved using externally applied magnetic fields that govern the motion of the working tip of the catheter or guidewire, resulting in improved navigation, efficient procedures, and reduced X-ray exposure.

In addition to the *Niobe* ES system and its components, Stereotaxis has also developed the *Odyssey* Solution, which consolidates all lab information, enabling doctors to focus on the patient for optimal procedure efficiency. The platform also features a remote viewing and recording capability called the Odyssey Cinema system, an innovative system delivering synchronized content for optimized workflow, advanced care, and improved productivity. This tool includes an archiving capability that allows clinicians to store and replay entire procedures or segments of procedures. This information can be accessed from locations throughout the hospital s local area network and over the global *Odyssey* Network, providing physicians with a tool for clinical collaboration, remote consultation, and training.

Our *Vdrive* system provides navigation and stability for diagnostic and therapeutic devices designed to improve interventional procedures. The *Vdrive* system complements the *Niobe* ES system s control of therapeutic catheters for fully remote procedures and enables single-operator workflow. It is sold as two options, the *Vdrive* system and the Vdrive Duo system. In addition to the *Vdrive* system and the *Vdrive Duo* system, we also manufacture and market various disposable components which can be manipulated by these systems.

We promote the full *Epoch* Solution in a typical hospital implementation, subject to regulatory approvals or clearances. The full *Epoch* Solution implementation requires a hospital to agree to an upfront capital payment and recurring payments. The upfront capital payment typically includes equipment and installation charges. The recurring payments typically include disposable costs for each procedure, equipment service costs beyond the warranty period, and software licenses. In hospitals where the full *Epoch* Solution has not been implemented, equipment upgrade or expansion may be implemented upon purchase of the necessary components. As of September 30, 2016, the Company has an installed base of 129 *Niobe* ES systems.

The core components of Stereotaxis systems have received regulatory clearance in the United States, European Union, Canada, China, Japan and various other countries. We have received regulatory clearance, licensing and/or CE Mark approvals necessary for us to market the *Vdrive* and *Vdrive Duo* systems with the *V-CAS, V-Loop* and *V-Sono* devices in the U.S., Canada and European Union. The *V-CAS* Deflect catheter advancement system has been CE Marked for sale in the European Union. We have received Food and Drug Administration (FDA) clearance and the CE Mark necessary for us to market our suite of Pegasus coronary peripheral guidewires in the United States and Europe.

Since our inception, we have generated significant losses. As of September 30, 2016, we have incurred cumulative net losses of approximately $476.8 million. In 2016, the Company plans to continue developing the *Niobe* ES system with the goal of furthering clinical adoption and new system placements. We expect to incur additional losses in 2016 as we continue the development and commercialization of our products, conduct our research and development activities, advance new products into clinical development from our existing research programs and fund additional sales and marketing initiatives. During the remainder of 2016, we will continue to monitor operating expenses and make additional investments in certain targeted areas.

Our existing cash, cash equivalents, and borrowing facilities may not be sufficient to fund our operating expenses and capital equipment requirements through the next 12 months, which would require us to obtain additional financing. We may be required to raise capital or pursue other financing strategies to continue our operations. Until we can generate significant cash flow from our operations, we expect to continue to fund our operations with cash resources primarily generated from the proceeds of our past and future public offerings, private sales of our equity securities, and loans collateralized by working capital and equipment. We continue to explore financing alternatives, which may include the sale of equity securities or non-core assets, strategic collaboration agreements, debt financings, or distribution rights. We cannot accurately predict the timing and amount of our utilization of capital, which will depend on a number of factors outside of our control.

We cannot assure that additional financing will be available on acceptable terms or that such financing will not be dilutive to our stockholders. If adequate funds are not available to us, we could be required to delay development or commercialization of new products, to license to third parties the rights to commercialize products or technologies that we would otherwise seek to commercialize ourselves, or to reduce the sales, marketing, customer support or other resources devoted to our products, any of which could have a material adverse effect on our business, financial condition, and operational results. In addition, we could be required to cease operations.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements of Stereotaxis, Inc. have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all the disclosures required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, they include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods presented. Operating results for the nine month period ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ended December 31, 2016 or for future operating periods.

These interim financial statements and the related notes should be read in conjunction with the annual financial statements and notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission (SEC) on March 11, 2016.

Financial Instruments

Financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and debt. The carrying value of such amounts reported at the applicable balance sheet dates approximates fair value. See Note 9 for disclosure of the fair value of debt.

The Company measures certain financial assets and liabilities, including warrants, at fair value on a recurring basis. General accounting principles for fair value measurement established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). See Note 11 for additional details.

Revenue and Costs of Revenue

The Company accounts for revenue using Accounting Standards Codification Topic 605-25, *Multiple-Element Arrangements* (ASC 605-25).

ASC 605-25 permits management to estimate the selling price of undelivered components of a bundled sale for which it is unable to establish vendor-specific objective evidence (VSOE) or third-party evidence (TPE). This requires management to record revenue for certain elements of a transaction even though it might not have delivered other elements of the transaction, for which it was unable to meet the requirements for establishing VSOE or TPE. The Company believes that the guidance significantly improves the reporting of these types of transactions to more closely reflect the underlying economic circumstances. This guidance also prohibits the use of the residual method for allocating revenue to the various elements of a transaction and requires that the revenue be allocated proportionally based on the relative estimated selling prices.

Under our revenue recognition policy, a portion of revenue for *Niobe* systems, *Vdrive* systems and certain *Odyssey* systems is recognized upon delivery, provided that title has passed, there are no uncertainties regarding acceptance, persuasive evidence of an arrangement exists, the sales price is fixed and determinable, and collection of the related receivable is reasonably assured. Revenue is recognized for other types of *Odyssey* systems upon completion of installation, since there are no qualified third party installers. When installation is the responsibility of the customer, revenue from system sales is recognized upon shipment since these arrangements do not include an installation element or right of return privileges. The Company does not recognize revenue in situations in which inventory remains at a Stereotaxis warehouse or in situations in which title and risk of loss have not transferred to the customer.

Amounts collected prior to satisfying the above revenue recognition criteria are reflected as deferred revenue. Revenue from services and license fees, whether sold individually or as a separate unit of accounting in a multiple-deliverable arrangement, is deferred and amortized over the service or license fee period, which is typically one year. Revenue from services is derived primarily from the sale of annual product maintenance plans. We recognize revenue from disposable device sales or accessories upon shipment and establish an appropriate reserve for returns. The return reserve, which is applicable only to disposable devices, is estimated based on historical experience which is periodically reviewed and updated as necessary. In the past, changes in estimate have had only a de minimis effect on revenue recognized in the period. We believe that the estimate is not likely to change significantly in the future.

Costs of systems revenue include direct product costs, installation labor and other costs, estimated warranty costs, and initial training and product maintenance costs. These costs are recorded at the time of sale. Costs of disposable revenue include direct product costs and estimated warranty costs and are recorded at the time of sale. Cost of revenue from services and license fees are recorded when incurred.

Share-Based Compensation

The Company accounts for its grants of stock options, stock appreciation rights, restricted shares, and restricted stock units and for its employee stock purchase plan in accordance with the provisions of general accounting principles for share-based payments. These accounting principles require the determination of the fair value of the share-based compensation at the grant date and the recognition of the related expense over the period in which the share-based compensation vests.

The Company utilizes the Black-Scholes valuation model to determine the fair value of stock options and stock appreciation rights at the date of grant. The resulting compensation expense is recognized over the requisite service period, which is generally four years. Compensation expense is recognized only for those awards expected to vest, with forfeitures estimated based on the Company s historical experience and future expectations. Restricted shares granted to employees are valued at the fair market value at the date of grant. The Company amortizes the fair market value to expense over the service period. If the shares are subject to performance objectives, the resulting compensation expense is amortized over the anticipated vesting period and is subject to adjustment based on the actual achievement of objectives.

Net Earnings (Loss) per Common Share (EPS)

Basic and diluted net earnings (loss) per common share are computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period.

The following table sets forth the computation of basic and diluted EPS:

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Net loss	$ (6,213,238)	$ (996,926)	$ (10,820,655)	$ (5,671,195)
Deemed dividend on preferred stock	(6,137,476)		(6,137,476)	
Net loss available to common stockholders	$ (12,350,714)	$ (996,926)	$ (16,958,131)	$ (5,671,195)
Weighted average shares used to compute basic and diluted net loss per share	21,869,177	21,142,795	21,758,529	20,965,012
Basic and diluted net loss per share	$ (0.56)	$ (0.05)	$ (0.78)	$ (0.27)

In addition, the Company did not include any portion of unearned restricted shares, outstanding options, stock appreciation rights or warrants in the calculation of diluted loss per common share because all such securities are anti-dilutive for all periods presented. The application of the two-class method of computing earnings per share under general accounting principles for participating securities is not applicable during these periods because the Company s unearned restricted shares do not contractually participate in its losses.

As of September 30, 2016, the Company had 683,855 shares of common stock issuable upon the exercise of outstanding options and stock appreciation rights at a weighted average exercise price of $8.67 per share, 38,963,443 shares of common stock issuable upon the exercise of outstanding warrants at a weighted average exercise price of $0.84 per share, and 1,205,871 shares of unvested restricted share units.

Recently Issued Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU or Update) No. 2016-09, Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting . This amendment is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, forfeitures, and classification on the statement of cash flows. This update is effective for fiscal years beginning after December 15, 2016 (January 1, 2017 for the Company) and interim periods within those fiscal years, with earlier application permitted. The Company is evaluating the impact of this guidance on its financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (ASC 842) , which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. ASC 842 supersedes the previous leases standard, ASC 840 Leases. The standard is effective for interim and annual periods beginning after December 31, 2018 (January 1, 2019 for the Company), with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update.

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): To simplify the presentation of deferred income taxes . The amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this Update apply to all entities that present a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this Update. This standard is effective for public companies for financial statements issued for annual periods beginning after December 15, 2016 (January 1, 2017 for the Company), and interim periods within those annual periods. We adopted this accounting standard update in 2015 and there was no impact to the results of operations or cash flows.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory regarding the subsequent measurement of inventory as part of its Simplification Initiative. This standard is effective for public companies for fiscal years beginning after December 15, 2016 (January 1, 2017 for the Company), including interim periods within those fiscal years. This Update should be applied prospectively, and early application is permitted as of the beginning of an interim or annual reporting period. We are currently evaluating the impact of adopting this accounting standard update but do not expect this to significantly impact the results of operations, financial conditions, cash flows, or financial statement presentation.

In April 2015, the FASB issued ASU No. 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs . To simplify the presentation of debt issuance costs, the amendments in this Update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from that debt liability, consistent with the presentation of a debt discount. In August 2015, the FASB issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update), which adds the SEC staff s guidance on the presentation of debt issuance costs associated with lines of credit to the Codification. The SEC staff stated it will not object to an entity presenting the costs of securing line-of-credit arrangements as an asset, regardless of whether there are any outstanding borrowings. The Standard is effective for financial statements issued for fiscal years beginning after December 15, 2015 (January 1, 2016 for the Company), and interim periods within those fiscal years. Early adoption of the amendments in this Update is permitted for financial statements that have not been previously issued. We have adopted this accounting standard update. The Company s balance sheet as of December 31, 2015 included $349,018 of deferred financing costs that were, under the new guidance, presented as a direct reduction to debt liabilities. In September 2016, the company extinguished the remainder of the debt upon an agreement entered into with Healthcare Royalty Partners. See Note 9 for additional details.

In August 2014, the FASB issued ASU No. 2014-15, to communicate amendments to FASB Account Standards Codification Subtopic 205-40, Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern . The ASU requires management to evaluate relevant conditions, events and certain management plans that are known or reasonably knowable as of the evaluation date when determining whether substantial doubt about an entity s ability to continue as a going concern exists. Management will be required to make this evaluation for both annual and interim reporting periods. Management will have to make certain disclosures if it concludes that substantial doubt exists and when it plans to alleviate substantial doubt about the entity s ability to continue as a going concern. The standard is effective for annual periods ending after December 15, 2016 and for interim reporting periods starting in the first quarter of 2017 (December 31, 2016 for the Company). Early adoption is permitted. We are currently evaluating the impact of adopting this accounting standard update on our financial statement disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers which converges the FASB s and the International Accounting Standards Board s current standards on revenue recognition. The standard provides companies with a single model to use in accounting for revenue arising from contracts with customers and supersedes current revenue guidance. The standard is effective for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted. The standard permits companies to either apply the adoption to all periods presented, or apply the requirements in the year of adoption through a cumulative adjustment. In April 2015, the FASB issued an exposure draft related to the deferral of the effective date, which would delay our effective date one year. Therefore, the standard would be effective for annual and interim periods beginning after December 15, 2017 (January 1, 2018 for the Company). We are currently evaluating the impact of adopting this accounting standard update on our financial statements and disclosures and have not concluded on an adoption method.

3. Inventories

Inventories consist of the following:

	September 30, 2016	December 31, 2015
Raw materials	$ 2,526,153	$ 2,065,676
Work in process	679,114	24,758
Finished goods	2,230,922	2,433,819
Reserve for obsolescence	(36,174)	(19,971)
Total inventory	$ 5,400,015	$ 4,504,282

4. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following:

	September 30, 2016	December 31, 2015
Prepaid expenses	$ 460,606	$ 454,822
Deferred financing costs	89,863	25,960
Deposits	266,933	136,583
Deferred cost of revenue		82,987
Total prepaid expenses and other assets	817,402	700,352
Less: Noncurrent prepaid expenses and other assets	(42,975)	(31,693)
Total current prepaid expenses and other assets	$ 774,427	$ 668,659

Certain prior year amounts have been reclassified to conform to the 2016 presentation.

5. Property and Equipment

Property and equipment consist of the following:

	September 30, 2016	December 31, 2015
Equipment	$ 8,386,835	$ 8,496,636
Equipment held for lease	303,412	303,412
Leasehold improvements	2,320,368	2,320,368
	11,010,615	11,120,416
Less: Accumulated depreciation	(10,243,562)	(10,053,095)
Net property and equipment	$ 767,053	$ 1,067,321

6. Intangible Assets

As of September 30, 2016, the Company had total intangible assets of $3,221,069. Accumulated amortization at September 30, 2016, was $2,734,670.

7. Accrued Liabilities

Accrued liabilities consist of the following:

	September 30, 2016	December 31, 2015
Accrued salaries, bonus, and benefits	$ 2,867,006	$ 3,053,012
Accrued rent	1,199,018	1,361,379
Accrued licenses and maintenance fees	586,304	666,373
Accrued interest		494,703
Accrued warranties	247,648	316,835
Accrued taxes	318,950	324,226
Accrued professional services	183,948	27,140
Other	208,930	90,325
Total accrued liabilities	5,611,804	6,333,993
Less: Long term accrued liabilities	(388,213)	(275,603)
Total current accrued liabilities	$ 5,223,591	$ 6,058,390

Our primary company facilities are located in St. Louis, Missouri where we currently lease approximately 52,000 square feet of office and 12,000 square feet of demonstration and assembly space. In the third quarter of 2013, the Company modified the existing lease agreement to terminate approximately 13,000 square feet of unimproved space. The costs associated with the termination were $515,138 and were accrued as a rent liability as of September 30, 2013. As of September 30, 2016, the remaining accrued costs associated with the termination were $207,399.

In the fourth quarter of 2015, the Company entered an agreement to sublease 3,152 square feet of the first floor office space through December 31, 2018. In July 2016, the Company and the subtenant mutually agreed to an early termination of the sublease, effective July 31, 2016.

In August 2016 the Company entered into an agreement to sublease approximately 11,000 square feet of office space through December 31, 2018. The costs associated with the sublease were $40,972 and were accrued as a rent liability as of August 31, 2016. As of September 30, 2016, the remaining accrued costs associated with the termination were $36,094. As part of the sublease agreement, the Company will sublease an additional 16,000 square feet beginning in January 2017.

8. Deferred Revenue

Deferred revenue consists of the following:

	September 30, 2016	December 31, 2015
Product shipped, revenue deferred	$ 549,690	$ 366,388
Customer deposits		2,505,000
Deferred service and license fees	6,518,193	6,583,745
Total deferred revenue	7,067,883	9,455,133
Less: Long-term deferred revenue	(622,531)	(2,009,198)
Total current deferred revenue	$ 6,445,352	$ 7,445,935

9. Long-Term Debt and Credit Facilities

Debt outstanding consists of the following:

	September 30, 2016		December 31, 2015	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Healthcare Royalty Partners debt	$	$	$ 18,080,159	$ 18,429,177
Total debt			18,080,159	18,429,177
Less current maturities				
Total long term debt	$	$	$ 18,080,159	$ 18,429,177

In accordance with general accounting principles for fair value measurement, the Company s debt and credit facilities were measured at fair value as of September 30, 2016 and December 31, 2015. Long-term debt fair value estimates are based on estimated borrowing rates to discount the cash flows to their present value (Level 3).

Certain prior year amounts have been reclassified to conform to the 2016 presentation.

Revolving Line of Credit

The Company has had a working capital line of credit with its primary lender, Silicon Valley Bank, since 2004. The revolving line of credit is secured by substantially all of the Company s assets. The maximum available under the line is $10.0 million subject to the value of collateralized assets. The Company is required under the revolving line of credit to maintain its primary operating account and the majority of its cash and investment balances in accounts with its primary lender. The facility was amended on March 27, 2015, extending the maturity date to March 31, 2018 and on May 10, 2016, the Company and the primary lender agreed to modify certain financial covenants. The amended agreement requires the Company to maintain a liquidity ratio greater than 1.50:1.00, excluding certain short term advances from the calculation, and a minimum tangible net worth of not less than (no worse than) negative $24.0 million for the quarters ended June 30, 2016, September 30, 2016, December 31, 2016, March 31, 2017, June 30, 2017, and September 30, 2017; and not less than (no worse than) negative $24.5 million for the quarters ended December 31, 2017 and March 31, 2018.

As of September 30, 2016, the Company had no outstanding balance under the revolving line of credit. Draws on the line of credit are made based on the borrowing capacity one week in arrears. As of September 30, 2016, the Company had a borrowing capacity of $4.0 million based on the Company s collateralized assets. The Company s total liquidity as of September 30, 2016, was $13.2 million which included cash and cash equivalents of $9.2 million.

Healthcare Royalty Partners Debt

In November 2011, the Company entered into a loan agreement with Healthcare Royalty Partners. Under the agreement the Company borrowed from Healthcare Royalty Partners $15 million. The Company was permitted to borrow up to an additional $5 million in the aggregate based on the achievement by the Company of certain milestones related to *Niobe* ES system sales in 2012. On August 8, 2012, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* ES system sales for the nine months ended June 30, 2012. On January 31, 2013, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* ES system sales for the twelve months ended December 31, 2012. The loan was to be repaid through, and secured by, royalties payable to the Company under its Development, Alliance and Supply Agreement with Biosense Webster, Inc. (the Biosense Agreement). The Biosense Agreement relates to the development and distribution of magnetically enabled catheters used with Stereotaxis *Niobe* ES system in cardiac ablation procedures. Under the terms of the agreement, Healthcare Royalty Partners was entitled to receive 100% of all royalties due to the Company under the Biosense Agreement until the loan was repaid. The loan was a full recourse loan, scheduled to mature on December 31, 2018, and included interest at an annual rate of 16% payable quarterly with royalties received under the Biosense Agreement. If the payments received by the Company under the Biosense Agreement were insufficient to pay all amounts of interest due on the loan, then such deficiency would have increased the outstanding principal amount on the loan. The loan was also secured by certain assets and intellectual property of the Company. The agreement also contained customary affirmative and negative covenants. The use of payments due to the Company under the Biosense Agreement was approved by our primary lender.

In September 2016, the Company extinguished the remainder of the debt of $18.1 million, net of deferred financing costs of approximately $0.3 million, as well as accrued interest of $0.5 million for $13.0 million based upon an agreement entered into with Healthcare Royalty Partners. After the loan obligation was repaid, the royalties under the Biosense Agreement will again be paid to the Company. As a result of the debt extinguishment, the company recognized a net gain of $5.6 million.

10. Stockholders Equity

The holders of common stock are entitled to one vote for each share held and to receive dividends whenever funds are legally available and when declared by the Board of Directors subject to the rights of holders of all classes of stock having priority rights as dividends and the conditions of the revolving line of credit agreement. Since the Company s inception, no dividends have been declared or paid.

Preferred Stock and Warrants

On September 26, 2016, the Company entered into a Securities Purchase Agreement with certain institutional and other accredited investors whereby it agreed to sell, for an aggregate purchase price of $24.0 million, (i) an aggregate of 24,000 shares of Series A Convertible Preferred Stock, par value $0.001 with a stated value of $1,000 per share which are convertible into shares of the Company s common stock and (ii) warrants to purchase an aggregate of 36,923,078 shares of common stock. The transaction closed on September 29, 2016.

The Company received net proceeds from the sale of the preferred stock and warrants of $23.2 million, after offering expenses. The Company used $13.0 million of the funds to satisfy in full all amounts outstanding under the Loan Agreement with Healthcare Royalty Partners, as noted above, and anticipates using the remaining proceeds for general corporate purposes.

The designations, preferences, powers and rights of the preferred shares are set forth in a Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock (Certificate of Designations) filed with the Delaware Secretary of State. The preferred shares are entitled to vote on an as-converted basis with the common stock, subject to specified beneficial ownership issuance limitations. The preferred shares bear dividends at a rate of six percent (6%) per annum, which are cumulative and accrue daily from the date of issuance on the $1,000 stated value. Such dividends will not be paid in cash except in connection with any liquidation, dissolution or winding up of the Company or any redemption of the preferred shares. Instead the value of the accrued dividends is added to the liquidation preference of the preferred shares and will increase the number of shares of common stock issuable upon conversion. Each preferred share is convertible at the option of the holder from and after the date of issuance with no expiration date, at an initial conversion price of $0.65 per share, subject to adjustment in the event of stock splits, dividends, mergers, sales of all or substantially all of our assets or similar transactions, subject to specified beneficial ownership issuance limitations. Each holder of preferred shares has the right to require us to redeem such holder s preferred shares upon the occurrence of specified events, which include certain business combinations, the sale of all or substantially all of the Company s assets or the sale of more than 50% of the outstanding shares of the Company s common stock. In addition, the Company has the right to redeem the preferred shares in the event of a change of control as defined in the Certificate of Designations.

The preferred shares rank senior to our common stock as to distributions and payments upon the liquidation, dissolution and winding up of the Company. No such distributions or payments upon the liquidation, dissolution and winding up of the Company may be made to the holders of common stock unless and until the holders of preferred shares have received the stated value of $1,000 per share plus any accrued and unpaid dividends. Until all preferred shares have been converted or redeemed, no dividends may be paid on the common stock without the express written consent of the holders of a majority of the outstanding preferred shares. In the event that dividends or other distributions of assets are made or paid by the Company to the holders of the common stock, the holders of preferred shares are entitled to participate in such dividend or distribution on an as-converted basis.

On the date of the issuance, the fair value of the common stock was greater than the allocated proceeds received for the Series A convertible preferred stock. As such, the Company accounted for the beneficial conversion feature under ASC 470-20, Debt with Conversion and Other Options. The Company recorded a deemed dividend charge of $6.1 million for the accretion of a discount on the Series A convertible preferred stock. The deemed dividend was a non-cash transaction and is reflected below net loss to arrive at net loss available to common stockholders. Since the convertible preferred shares are subject to conditions for redemption that are outside the Company s control, the preferred shares are presently reported in the mezzanine section of the balance sheet.

The warrants issued in conjunction with the preferred stock have an exercise price equal to $0.70 per share subject to adjustments as provided under the terms of the warrants. The warrants are exercisable through September 29, 2021, subject to specified beneficial ownership issuance limitations. The warrants may be exercised by any holder on a cashless basis if, at any time after the date that is 180 days after the closing, the registration statement required by the Registration Rights Agreement described below is not effective and available for resale of all of the shares of common stock issuable upon exercise of such holder s warrants. Due to the fact that the warrants are puttable upon the occurrence of certain events outside of the Company s control, the warrants qualify as liabilities under ASC 480-10. The calculated fair value of the warrants is classified as a liability and is periodically re-measured with any changes in value recognized in Other income (expense) in the Statements of Operations. See Note 11 for additional details.

Listing Transfer to OTCQX® Best Market

On August 2, 2016, Stereotaxis, Inc. (the Company) received a determination letter from the Nasdaq Hearings Panel (the Panel) notifying the Company that its common stock would be delisted from The Nasdaq Capital Market (Nasdaq) and that suspension of trading in the shares would be effective at the open of business on August 4, 2016. The determination letter also indicated that Nasdaq would complete the delisting by filing a Form 25 Notification of Delisting with the Securities Exchange Commission, after applicable appeal periods have lapsed. The Panel made the determination to delist the Company s common stock because the Company did not demonstrate compliance with the minimum $35 million market value of listed securities requirement for a period of ten consecutive trading days by August 1, 2016, as required by a decision previously issued by the Panel on May 2, 2016. The Company s shares of common stock commenced trading on the OTCQX® Best Market on August 4, 2016 under the Company s current ticker symbol of STXS.

Controlled Equity Offering

The Company entered into a Controlled Equity Offering[SM] sales agreement (the Sales Agreement) in May 2014, as amended on March 26, 2015, with Cantor Fitzgerald & Co. (Cantor), as agent and/or principal, pursuant to which the Company could issue and sell, from time to time, shares of its common stock having an aggregate gross sales price of up to $18.0 million. The Company will pay Cantor a commission of 3.0% of the gross proceeds from any common stock sold through the Sales Agreement.

There were no proceeds from the Controlled Equity Offering during the three months ended September 30, 2016. As of September 30, 2016, $13.8 million of common stock remained available to be sold under this facility, subject to certain conditions as specified in the Sales Agreement. Due to the Company s transfer to the OTCQX® Best Market on August 4, 2016, the Company s ability to generate proceeds from the sale of stock under the Controlled Equity Offering in the future may be limited or prohibited.

Offerings of Common Stock

On October 8, 2015 the Company announced the results of its previously announced offering of transferable subscription warrants (the Warrants Offering) to holders of record of the Company s common stock. Pursuant to the Warrants Offering, subscription warrants to purchase 267,256 shares of common stock were exercised, resulting in gross proceeds to the Company of $293,982.

Stock Award Plans

The Company has various stock plans that permit the Company to provide incentives to employees and directors of the Company in the form of equity compensation. In August 2012, the Board of Directors adopted the 2012 Stock Incentive Plan (the Plan) which was subsequently approved by the Company s shareholders. This plan replaced the 2002 Stock Incentive Plan which expired on March 25, 2012.

On June 5, 2013, June 10, 2014, and on May 24, 2016 the shareholders approved amendments to the Plan, which were previously approved and adopted by the Compensation Committee of the Board of Directors of the Company. Under each of the amendments on June 5, 2013 and June 10, 2014, the number of shares authorized for issuance under the Plan was increased by one million shares. The amendment on May 24, 2016 increased the number of shares authorized for issuance under the Plan by 1.5 million shares. At September 30, 2016, the Company had 1,477,178 remaining shares of the Company s common stock to provide for current and future grants under its various equity plans.

At September 30, 2016, the total compensation cost related to options, stock appreciation rights and non-vested stock granted to employees under the Company s stock award plans but not yet recognized was approximately $1.7 million, net of estimated forfeitures of approximately $0.8 million. This cost will be amortized over a period of up to four years over the underlying estimated service periods and will be adjusted for subsequent changes in estimated forfeitures and anticipated vesting periods.

A summary of the option and stock appreciation rights activity for the nine month period ended September 30, 2016 is as follows:

	Number of Options/SARs	**Range of Exercise Price**	**Weighted Average Exercise Price per Share**	
Outstanding, December 31, 2015	706,494	$1.45 - $116.40	$	9.34
Granted	1,000	$1.55	$	1.55
Exercised				
Forfeited	(23,639)	$1.74 - $99.00	$	28.35
Outstanding, September 30, 2016	683,855	$1.45 - $116.40	$	8.67

A summary of the restricted stock unit activity for the nine month period ended September 30, 2016 is as follows:

	Number of Restricted Stock Units	**Weighted Average Grant Date Fair Value per Unit**	
Outstanding, December 31, 2015	752,008	$	2.63
Granted	854,600	$	0.85
Vested	(315,040)	$	2.45
Forfeited	(85,697)	$	1.47

Outstanding, September 30, 2016	1,205,871	$	1.50

11. Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including cash equivalents and warrants. General accounting principles for fair value measurement established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or other model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3: Values are generated from model-based techniques that use significant assumptions not observable in the market.

The following table sets forth the Company s assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. As required by the Fair Value Measurements and Disclosures topic of the Accounting Standards Codification, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Total	Fair Value Measurement Using Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at September 30, 2016:				
Cash equivalents	$ 22,220	22,220		
Total assets at fair value	$ 22,220	22,220		
Liabilities at September 30, 2016:				
Warrants issued May 2012	$ 118,219			118,219
Warrants issued August 2013	265,466			265,466
Warrants issued September 2016	27,138,462			27,138,462
Total liabilities at fair value:	$ 27,522,147			27,522,147
Assets at December 31, 2015:				
Cash equivalents	$ 524,083	524,083		
Total assets at fair value	$ 524,083	524,083		
Liabilities at December 31, 2015:				
Warrants issued May 2012	$ 143,681			143,681
Warrants issued August 2013	650,449			650,449
Total liabilities at fair value:	$ 794,130			794,130

Level 1

The Company s financial assets consist of cash equivalents invested in money market funds in the amount of $22,220 and $524,083 at September 30, 2016 and December 31, 2015, respectively. These assets are classified as Level 1 as described above and total interest income recorded for these investments was insignificant during both the nine month periods ended September 30, 2016, and September 30, 2015. There were no transfers in or out of Level 1 during the period ended September 30, 2016.

Level 2

The Company does not have any financial assets or liabilities classified as Level 2.

Level 3

In conjunction with the Company s May 2012, August 2013 and September 2016 financing transactions, the Company issued warrants to purchase shares of the Company s common stock. Due to the provisions included in the warrant agreements, the warrants did not meet the exemptions for equity classification and as such, the Company accounts for these warrants as derivative instruments. The calculated fair value of the warrants is classified as a liability and is periodically re-measured with any changes in value recognized in Other income (expense) in the Statements of Operations.

The remaining warrants from the May 2012 transaction expire in May 2018 and were revalued as of September 30, 2016 using the following assumptions: 1) volatility of 112.61%; 2) risk-free interest rate of 0.77%; and 3) a closing stock price of $0.87.

The remaining warrants from the August 2013 expire in November 2018 and were revalued as of September 30, 2016 using the following assumptions: 1) volatility of 105.32%; 2) risk-free interest rate of 0.77%; and 3) a closing stock price of $0.87.

The initial valuation of the September 2016 warrants were valued as of September 26, 2016 using the following assumptions: 1) volatility of 119.94%; 2) risk-free interest rate of 1.13%; and 3) a closing stock price of $0.59.

The September 2016 warrants expire in September 2021 and were revalued as of September 30, 2016 using the following assumptions: 1) volatility of 120.43%; 2) risk-free interest rate of 1.14%; and 3) a closing stock price of $0.87.

The significant unobservable input used in the fair value measurement of the Company s warrants is volatility. Significant increases (decreases) in the volatility in isolation would result in significantly higher (lower) liability fair value measurements.

The following table sets forth a summary of changes in the fair value of the Company s Level 3 financial liabilities for the nine month period ended September 30, 2016:

	Warrants issued May 2012	**Warrants issued August 2013**	**Warrants issued September 2016**	**Total Liabilities**
Balance at beginning of period	$ 143,681	$ 650,449	$	$ 794,130
Issues				