

**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 7, 2019**

STEREOTAXIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36159

(Commission File Number)

94-3120386

(IRS Employer Identification No.)

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

(Address of Principal Executive Offices)

63108

(Zip Code)

(314) 678-6100

(Registrant's Telephone Number, Including Area Code)

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))

Securities registered pursuant to Section 12(g) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock, \$0.001 Par Value | STXS | OTCQX |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

In order to illustrate its compliance with the initial listing standards of a national exchange, Stereotaxis, Inc. (the “Company”) is disclosing under this Item 7.01 of this Current Report on Form 8-K a balance sheet which summarizes the Company’s position as of June 30, 2019 (i) on an actual basis and (ii) on an as adjusted basis, which adjusts for the completion of a previously disclosed private placement of the Company’s equity securities to certain institutional and other accredited investors on August 7, 2019 (the “Private Placement”).

This information includes certain unaudited supplemental financial information of the Company as of June 30, 2019 for informational purposes for interested investors.

The table attached as Exhibit 99.1 summarizes the Company’s cash and cash equivalents and certain other items from its historical consolidated balance sheet as of June 30, 2019:

- on an actual basis; and
- on an as adjusted basis to give effect to the sale in the Private Placement of (i) 6,585,000 shares of the Company’s common stock, \$0.001 par value per share, at a price of \$2.05 per share and (ii) 5,610,121 shares of the Company’s Series B Convertible Preferred Stock, \$0.001 par value per share, which are convertible into shares of the Company’s common stock, at a price of \$2.05 per share, for aggregate net proceeds of approximately \$23.1 million, after offering expenses.

The information furnished in this Item 7.01 (including the table attached as Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, this report (including the table attached as Exhibit 99.1) shall not be deemed an admission as to the materiality of any information contained herein that is required to be disclosed solely as a requirement of this Item.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Stereotaxis, Inc. Unaudited Actual and As Adjusted Balance Sheet as of June 30, 2019 |

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 22, 2019

By: /s/ Martin C. Stammer

Name: Martin C. Stammer

Title: Chief Financial Officer

STEREOTAXIS, INC.
BALANCE SHEET
UNAUDITED ACTUAL AND AS ADJUSTED
JUNE 30, 2019

| | <u>June 30, 2019 as reported (Unaudited)</u> | <u>Adjustments as a result of August financing (Unaudited)</u> | <u>June 30, 2019 including August financing (Unaudited)</u> |
|--|--|--|---|
| Assets | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 8,471,914 | \$ 23,130,000(1) | \$ 31,601,914 |
| Accounts receivable, net of allowance of \$502,251 | 4,997,148 | | 4,997,148 |
| Inventories, net | 1,560,116 | | 1,560,116 |
| Prepaid expenses and other current assets | 514,408 | | 514,408 |
| Total current assets | 15,543,586 | 23,130,000 | 38,673,586 |
| Property and equipment, net | 297,494 | | 297,494 |
| Operating lease right-of-use assets | 5,245,842 | | 5,245,842 |
| Other assets | 168,153 | | 168,153 |
| Total assets | \$ 21,255,075 | \$ 23,130,000 | \$ 44,385,075 |
| Liabilities and stockholders' equity (deficit) | | | |
| Current liabilities: | | | |
| Accounts payable | \$ 1,642,049 | | \$ 1,642,049 |
| Accrued liabilities | 2,376,058 | | 2,376,058 |
| Deferred revenue | 6,537,988 | | 6,537,988 |
| Current portion of operating lease liabilities | 2,223,023 | | 2,223,023 |
| Total current liabilities | 12,779,118 | - | 12,779,118 |
| Long-term deferred revenue | 508,772 | | 508,772 |
| Operating lease liabilities | 3,048,650 | | 3,048,650 |
| Other liabilities | 260,947 | | 260,947 |
| Total liabilities | 16,597,487 | - | 16,597,487 |
| Convertible preferred stock (10,000,000 shares authorized): | | | |
| Convertible preferred stock, par value \$0.001; Series A, 23,855 shares outstanding | 5,948,953 | | 5,948,953 |
| Stockholders' equity (deficit): | | | |
| Common stock, par value \$0.001; 300,000,000 shares authorized, 59,383,038 issued at 6/30/19 as reported and 65,968,038 issued at 6/30/19 as adjusted | 59,383 | 6,585(2) | 65,968 |
| Convertible preferred stock, par value \$0.001; Series B, 0 shares outstanding at 6/30/19 as reported, 5,610,121 shares outstanding at 6/30/19 as adjusted | - | 5,610(3) | 5,610 |
| Additional paid-in capital | 479,127,279 | 23,117,805(1) | 502,245,084 |
| Treasury stock, 4,015 shares | (205,999) | | (205,999) |
| Accumulated deficit | (480,272,028) | | (480,272,028) |
| Total stockholders' equity (deficit) | (1,291,365) | 23,130,000 | 21,838,635 |
| Total liabilities and stockholders' equity (deficit) | \$ 21,255,075 | \$ 23,130,000 | \$ 44,385,075 |

(1) Effect of sale of (i) 6,585,000 shares of the Company's common stock and (ii) 5,610,121 shares of the Company's Series B Convertible Preferred Stock, in each case at a price of \$2.05 per share (the "Private Placement"), net of expenses.

(2) Effect of issuance of 6,585,000 shares of the Company's common stock in the Private Placement.

(3) Effect of issuance of 5,610,121 shares of the Company's Series B Convertible Preferred Stock in the Private Placement.

