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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

March 15, 2007

**Stereotaxis, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

000-50884

(Commission  
File Number)

94-3120386

(I.R.S. Employer  
Identification No.)

4320 Forest Park Avenue, St. Louis, Missouri

(Address of principal executive offices)

63108

(Zip Code)

Registrant's telephone number, including area code:

(314) 615-6940

Not Applicable

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:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 15, 2007, Stereotaxis, Inc. (the "Company") entered into Securities Purchase Agreement with certain investors in connection with a registered direct offering of 1,919,000 shares of the Company's common stock, \$.001 par value (the "Shares") at a purchase price of \$10.50 per share. The Company expects to receive proceeds of \$20,149,500 before deducting offering expenses.

The Shares were registered for offer and sale pursuant to an effective Registration Statement on Form S-3 filed with the U.S. Securities and Exchange Commission on August 31, 2006. On March 16, 2007, the Company issued a press release announcing the offering. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Company's press release dated March 16, 2006

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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.

March 16, 2007

By: *James M. Stolze*

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*Name: James M. Stolze*

*Title: Vice President and Chief Financial Officer*

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Exhibit Index

| Exhibit No. | Description                                  |
|-------------|--|
| 99.1        | Company's press release dated March 16, 2007 |

**Contacts:**

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314-678-6105  
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Ben Carmichael (investors)  
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**Stereotaxis Announces Sale of Common Stock**

**in Registered Direct Offering**

**St Louis, MO, March 16, 2007** – Stereotaxis, Inc. (NASDAQ: STXS) today announced that it has received commitments from certain investors to purchase 1,919,000 newly issued shares of its common stock at a price of \$10.50 per share pursuant to an effective registration statement. Under the terms of this transaction, the Company expects to receive net proceeds of approximately \$20.1 million after deducting offering expenses. The offering is expected to close on Monday, March 19, 2007.

This press release shall not constitute an offer to sell nor the solicitation of an offer to buy nor shall there be any sale of these shares of common stock in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the prospectus and the related prospectus supplement for the offering may be obtained by contacting the investor relations department at Stereotaxis, Inc. 4320 Forest Park Avenue, Suite 100, St. Louis, Missouri 63108, telephone (314) 678-6100.

**About Stereotaxis**

Stereotaxis designs, manufactures and markets an advanced cardiology instrument control system for use in a hospital's interventional surgical suite to enhance the treatment of arrhythmias and coronary artery disease. The Stereotaxis 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 computer-controlled, externally applied magnetic fields that govern the motion of the working tip of the catheter or guidewire, resulting in improved navigation, shorter procedure time and reduced x-ray exposure. The core components of the Stereotaxis system have received regulatory clearance in the U.S., Europe, and Canada.

This press release includes statements that may constitute "forward- looking" statements, usually containing the words "believe," "estimate," "project," "expect" or similar expressions. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, including: whether the offering discussed in this press release will be completed, whether the Company will receive all of the expected proceeds of such offering, continued acceptance of the Company's products in the marketplace, competitive factors, changes in government reimbursement procedures, dependence upon third-party vendors, and other risks discussed in the Company's periodic and other filings with the Securities and Exchange Commission. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release. There can be no assurance that the Company will recognize revenue related to its purchase orders and other commitments in any particular period or at all because some of these purchase orders and other commitments are subject to contingencies that are outside of its control. In addition, these orders and commitments may be revised, modified or canceled, either by their express terms, as a result of negotiations, or by project changes or delays.