

**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
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)

(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

NUMBER OF WARRANTS: _____

THE TERMS AND CONDITIONS OF THE WARRANTS OFFERING ARE SET FORTH IN
THE COMPANY'S PROSPECTUS SUPPLEMENT

DATED SEPTEMBER 4, 2015 (THE "PROSPECTUS") AND ARE INCORPORATED
HEREIN BY REFERENCE.

COPIES OF THE PROSPECTUS ARE AVAILABLE UPON REQUEST FROM
BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC., THE WARRANTS AGENT.

Stereotaxis, Inc.

Incorporated under the laws of the State of Delaware

TRANSFERABLE SUBSCRIPTION WARRANTS CERTIFICATE

Evidencing Transferable Subscription Warrants to Purchase Shares of Common Stock
of Stereotaxis, Inc.

Subscription Price: \$1.10 per Share

THE SUBSCRIPTION WARRANTS WILL EXPIRE IF NOT EXERCISED ON OR
BEFORE 5:00 P.M., EASTERN TIME,

ON SEPTEMBER 30, 2015 UNLESS EXTENDED BY STEREOTAXIS, INC.

REGISTERED OWNER:

THIS CERTIFIES THAT the registered owner whose name is inscribed hereon is the owner of the number of transferable subscription warrants ("Warrants") set forth above. Each whole Warrant entitles the holder thereof to subscribe for and purchase one share of Common Stock, par value \$0.001 per share, of Stereotaxis, Inc., a Delaware corporation, at a subscription price of \$1.10 per share (the "Subscription Privilege"), pursuant to a warrants offering (the "Warrants Offering"), on the terms and subject to the conditions set forth in the Prospectus and the "Instructions as to Use of Stereotaxis, Inc. Warrants Certificates" accompanying this Subscription Warrants Certificate. If any shares of Common Stock available for purchase in the Warrants Offering are not purchased by other holders of Warrants pursuant to the exercise of the Subscription Privilege (the "Excess Shares"), any Warrants holder that exercises its Subscription Privilege in full may subscribe for a number of Excess Shares pursuant to the terms and conditions of the Warrants Offering, subject to proration and certain limitations and allocations, as described in the Prospectus (the "Over-Subscription Privilege"). The Warrants represented by this Subscription Warrants Certificate may be exercised by completing Form 1 and any other appropriate forms on the reverse side hereof and by returning the full payment of the subscription price for each share of Common Stock in accordance with the "Instructions as to Use of Stereotaxis, Inc. Warrants Certificates" that accompany this Subscription Warrants Certificate.

This Subscription Warrants Certificate is not valid unless countersigned by the subscription agent and registered by the registrar. Witness the seal of Stereotaxis, Inc. and the signatures of its duly authorized officers.

Dated:

Chairman

Secretary

DELIVERY OPTIONS FOR SUBSCRIPTION WARRANTS CERTIFICATE

Delivery other than in the manner or to the addresses listed below will not constitute valid delivery.

By hand or overnight courier:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS IWS
51 Mercedes Way
Edgewood, NY 11717

By mail:*

Broadridge Corporate Issuer Solutions, Inc.
Attn: Re-Organization Dept., P.O. Box 1317
Brentwood, NY 11717.

* If your chosen delivery method is USPS Priority Mail or USPS Registered Mail, you must utilize the overnight courier address.

PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY.

FORM 1-EXERCISE OF SUBSCRIPTION PRIVILEGE

To subscribe for shares pursuant to your Subscription Privilege, please complete lines (a) and (c) and sign under Form 4 below. To subscribe for shares pursuant to your Over-Subscription Privilege, please also complete line (b) and sign under Form 4 below. To the extent you subscribe for more Shares than you are entitled under either the Subscription Privilege or the Over-Subscription Privilege, you will be deemed to have elected to purchase the maximum number of Shares for which you are entitled to subscribe under the Subscription Privilege or Over-Subscription Privilege, as applicable.

(a) EXERCISE OF SUBSCRIPTION PRIVILEGE:

I apply for _____ shares x \$ _____ = \$ _____
(no. of new shares) (subscription price) (amount enclosed)

(b) EXERCISE OF OVER-SUBSCRIPTION PRIVILEGE

I apply for _____ shares x \$ _____ = \$ _____

(c) Total Amount of Payment Enclosed = \$ _____

METHOD OF PAYMENT (CHECK ONE)

- Certificate check draft drawn on a U.S. bank, or postal telegraphic or express payable to “Broadridge Corporate Issuer Solutions, Inc., as Warrants Agent.”
- Wire transfer of immediately available funds according to the following instructions, with reference to the warrant holder’s name:
 Bank Name: U.S. Bank
 ABA/Routing Number: 123000848
 International/Swift Code: USBKUS44IMT
 Address: 800 Nicollet Mall
 Minneapolis, MN 55402 USA
 Beneficiary Account Name: Broadridge
 Account Number: 153910728465
 FCC: Broadridge FBO Stereotaxis, Inc.
 FFC: a/c 153910726998

FORM 2-TRANSFER TO DESIGNATED TRANSFEREE

To transfer your Warrants to another person, complete this Form 2 and have your signature guaranteed under Form 6.

For value received, _____ of the Warrants represented by this Subscription Warrants Certificate are assigned to:

Social Security # _____

Signature(s): _____

IMPORTANT: The signature(s) must correspond with the name(s) as printed on the reverse of this Subscription Warrants Certificate in every particular, without alteration or enlargement, or any other change whatsoever.

FORM 3-DELIVERY TO DIFFERENT ADDRESS

If you wish for the Common Stock underlying your Warrants, a certificate representing unexercised Warrants or the proceeds of any sale of Warrants to be delivered to an address different from that shown on the face of this Subscription Warrants Certificate, please enter the alternate address below, sign under Form 4 and have your signature guaranteed under Form 6.

FORM 4-SUBSCRIPTION AUTHORIZATION: I acknowledge that I have received the Prospectus for the Warrants Offering and I hereby irrevocably subscribe for the number of shares of Common Stock indicated above on the terms and conditions set forth in the Prospectus.

Signature of Subscriber (s)

FORM 5-ACKNOWLEDGEMENT:

I acknowledge receipt of the Prospectus and understand that, after delivery to Broadridge Corporate Issuer Solutions, Inc., as Warrants Agent, I may not modify or revoke the subscription for shares indicated in this Subscription Warrants Certificate. Under penalties of perjury, I certify that the information contained herein, including the social security number or taxpayer identification number given above, is correct.

The signature below must correspond with the name of the registered holder exactly as it appears on the books of the Company’s transfer agent without any alteration or change whatsoever.

Signature of Registered Holder _____

Date _____

If signature is by a trustee(s), executor(s), administrator(s), attorney(s)-in-fact, officer(s) of a corporation or another acting in a fiduciary or representative capacity, please provide the following information (please print).

Name: Capacity: _____

Soc. Sec. #/Tax ID#: _____

Address _____

Phone _____

FORM 6-GUARANTEE OF SIGNATURES: All Warrants holders who specify special or delivery instructions must have their signatures guaranteed by an Eligible Guarantor Institution, as defined in Rule 17Ad-15 of the Securities and Exchange Act of 1934, as amended.

Signature Guaranteed:

(Name of Bank or Firm)

By: _____
(Signature of Officer)

IMPORTANT: The signature(s) should be guaranteed by an eligible guarantor institution (bank, stock broker, savings & loan association or credit union) with membership in an approved signature guarantee medallion program pursuant to Securities and Exchange Commission Rule 17Ad-15.

FOR INSTRUCTIONS ON THE USE OF STEREO TAXIS, INC. SUBSCRIPTION WARRANTS
CERTIFICATES, CONSULT BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC., THE WARRANT
AGENT, AT 855-300-4994.



September 4, 2015

Stereotaxis, Inc.
4320 Forest Park Avenue, Suite 100
St. Louis, Missouri 63108

Ladies and Gentlemen:

We have acted as special counsel to Stereotaxis, Inc., a Delaware corporation (the "Company"), in connection with the issuance and distribution by the Company to its stockholders and certain of its warrant holders (pursuant to the terms of their respective warrants) of transferable subscription warrants (the "Warrants") to purchase an aggregate of up to 5,755,775 shares of common stock (the "Warrants Shares"), par value \$0.001 per share (the "Common Stock") of the Company, at a price of \$1.10 per full share (the "Subscription Price"), to be issued pursuant to the Registration Statement on Form S-3 (File No. 333-196202) originally filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on November 27, 2013 (the "Registration Statement"), and the prospectus supplement dated September 4, 2015, filed with the Commission pursuant to Rule 424(b) of the rules and regulations of the Act (the "Prospectus Supplement"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "Prospectus."

In connection with this opinion, we have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. As to questions of fact material to this opinion, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; and (iii) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed. We have not undertaken any independent investigation of factual matters.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that following (i) the issuance of the Warrants and the Warrants Shares in the manner described in the Prospectus, (ii) the receipt by the Company of the consideration for the Warrants Shares specified in the applicable resolutions of the Board of Directors of the Company, (A) the Warrants will be valid and binding obligations of the Company and (B) the Warrants Shares will be validly issued, fully paid and non-assessable.

This opinion is not rendered with respect to any laws other than the General Corporation Law of the State of Delaware. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

<September 4, 2015>

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We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus filed as a part thereof. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Bryan Cave LLP



September 4, 2015

The Board of Directors
Stereotaxis, Inc.
4320 Forest Park Avenue
Suite 100
St. Louis, MO 63108

Re: Warrants Offering - United States Federal Income Tax Consequences

Ladies and Gentlemen:

We have acted as counsel to Stereotaxis, Inc., a Delaware corporation (the "Company"), in connection with the issuance and distribution by the Company to its stockholders and certain of its warrant holders (pursuant to the terms of their respective warrants) of transferable subscription warrants (the "Warrants") to purchase an aggregate of up to 5,755,775 shares of common stock (the "Warrants Shares"), par value \$0.001 per share (the "Common Stock") of the Company, at a price of \$1.10 per full share (the "Subscription Price"), to be issued pursuant to the Registration Statement on Form S-3 (File No. 333-196202) originally filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on November 27, 2013 (the "Registration Statement"), the related prospectus dated November 27, 2013, included in the Registration Statement (the "Base Prospectus"), the prospectus supplement dated May 16, 2014, filed with the Commission pursuant to Rule 424(b) of the rules and regulations of the Act (the "First Prospectus Supplement"), the prospectus supplement dated March 26, 2015, filed with the Commission pursuant to Rule 424(b) of the rules and regulations of the Act (the "Second Prospectus Supplement") and the prospectus supplement dated September 4, 2015, filed with the Commission pursuant to Rule 424(b) of the rules and regulations of the Act (collectively with the First Prospectus Supplement and the Second Prospectus Supplement, the "Prospectus Supplement"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "Prospectus." We have been requested to render our opinion as to material United States federal income tax consequences in connection with the offering of the Warrants by the Company.

For purposes of this opinion letter, we have examined and relied upon the following documents:

1. A copy of the Prospectus;
2. A copy of the Registration Statement; and
3. Such other additional instruments, certifications, documents, representations and other records as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed, with your permission, (i) the authenticity of original documents, (ii) the accuracy of copies and the genuineness of signatures and the capacity of each person executing a document to so act, (iii) that the execution and delivery by each party to a document and the performance by such party of its obligations thereunder have been authorized by all necessary measures and do not violate or result in a breach of or default under such party's certificate or instrument of formation and bylaws or the laws of such party's jurisdiction of organization, (iv) that the documents listed above that have been reviewed in proposed or draft form will be executed in substantially the same form as the documents that we have reviewed; and (v) that all of the representations, factual assumptions, and statements set forth in the documents listed above have been and will be performed or satisfied in accordance with their terms. In rendering our opinion, we relied exclusively on those facts that have been provided to us by the Company, which we assume have been, and will continue to be, true.

In rendering our opinion, with your permission, we have not undertaken any independent investigation or verification of any fact or matter set forth in any document or materials or any assumption upon which we have relied (including, without limitation, any statement or representation contained in the Company Certificate), and we expressly disclaim any intent, undertaking, or obligation to make any such investigation or verification. In the course of preparing our opinion, nothing has come to our attention that would lead us to believe that any of the information upon which we have relied in rendering this opinion is incorrect.

Our opinion is effective as of the date hereof; it is based upon the facts described in the Registration Statement and upon facts as they have been represented to us or determined by us as of this date. Any inaccuracies in or alterations of such facts may adversely affect our opinion. Further, our opinion is based upon current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), applicable Treasury Regulations promulgated or proposed under the Code, pertinent judicial authorities, published rulings and other administrative pronouncements of the Internal Revenue Service (the "Service"), and such other authorities as we have considered relevant. It should be noted that statutes, regulations, judicial decisions, and administrative pronouncements are subject to change at any time, and, in certain circumstances, with retroactive effect. Additionally, our opinion is not binding on the Service or any court, and there can be no assurance that contrary positions may not be taken by the Service.

Based upon and subject to the foregoing, the discussion contained in the Registration Statement under the caption "Material U.S. Federal Income Tax Consequences" insofar as it presents legal conclusions with respect to matters of United States federal income tax law, subject to the limitations and qualifications referred to therein, accurately sets forth the material United States federal income tax consequences of the receipt and exercise (or expiration) of the Warrants or, if applicable, the oversubscription privilege, acquired through the Warrants Offering and owning and disposing of the Warrants or of the Shares received upon exercise of the Warrants, and constitutes the opinion of Bryan Cave LLP.

We are furnishing this letter in our capacity as United States federal income tax counsel to the Company.

The foregoing opinion is limited to the United States federal income tax matters addressed herein, and no other opinions are rendered with respect to other federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. This opinion letter speaks only as of the date hereof and we undertake no obligation to update the opinions expressed herein after the date of this letter. Except as provided in the next paragraph, this opinion letter may not be distributed, quoted in whole or in part or otherwise reproduced in any document, or filed with any governmental agency without our express written consent.

We hereby consent to the filing of this opinion as Exhibit 8.1 to the Registration Statement and to the use of our name and the discussion of our opinion under the captions "Material U.S. Federal Income Tax Consequences" and "Legal Matters" in the Prospectus filed with the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Bryan Cave LLP

**FORM OF INSTRUCTIONS
AS TO USE OF
STEREOTAXIS, INC.
WARRANTS CERTIFICATES**

CONSULT THE WARRANTS AGENT, YOUR BANK OR BROKER
AS TO ANY QUESTIONS

The following instructions relate to a warrants offering (the “*Warrants Offering*”) by Stereotaxis, Inc., a Delaware corporation (“*Stereotaxis*”), to the holders of record (the “*Recordholders*”) of its common stock, par value \$0.001 per share (the “*Common Stock*”), as described in the accompanying Stereotaxis prospectus supplement dated September 4, 2015 (the “*Prospectus*”). Recordholders as of 5:00 p.m. New York City time on September 9, 2015 (the “*Record Date*”) are receiving, at no charge, transferable subscription warrants (the “*Warrants*”) to subscribe for and purchase shares of Common Stock (the “*Underlying Shares*”). In the Warrants Offering, Stereotaxis is offering an aggregate of up to 5,755,775 Underlying Shares.

Each Recordholder will receive a Warrant to purchase one share of common stock at a price of \$1.10 per share (the “*Subscription Price*”) for every four shares of our Common Stock owned by such Recordholder as of 5:00 p.m., New York City time, on the Record Date (with the total number of Warrants issuable rounded down to avoid the issuance of fractional Warrants). The Warrants will expire if not exercised prior to 5:00 p.m., New York City time, on September 30, 2015, unless extended (the “*Expiration Time*”). No fractional Warrants will be distributed and no fractional shares will be issued. Any excess subscription payments received by the Warrants Agent will be returned, without interest, as soon as practicable. For example, if a holder of Warrants owned 125 shares of Common Stock as of 5:00 p.m., New York City time on the Record Date, it would receive 31 Warrants (rounded down from 31.25 Warrants) and would have the right to purchase 31 shares of Common Stock for the Subscription Price.

Each Warrants holder will be required to submit payment in full for all the shares it wishes to buy with its Warrants.

Stereotaxis will not be required to issue shares of Common Stock to you if the Warrants Agent does not receive your payment (whether delivered directly in the case you are a Recordholder or indirectly through a Recordholder in the case you are a beneficial owner but not a Recordholder) prior to the Expiration Time, regardless of when you send the subscription payment and related documents, unless you send the documents in compliance with the guaranteed delivery procedures described below. The period for exercising your Warrants may be extended by Stereotaxis in its sole discretion. If the expiration date of the Warrants Offering is so extended, Stereotaxis will give oral or written notice to the Warrants Agent on or before the scheduled expiration date and Stereotaxis will issue a press release announcing such extension no later than 9:00 a.m., New York City time, on the next business day after the most recently announced expiration of the Warrants Offering. Stereotaxis will extend the duration of the Warrants Offering as required by applicable law or regulation and may choose to extend it. Stereotaxis does not currently intend to extend the expiration of the Warrants Offering. To the extent that any completed subscription exercise documentation is received by the Warrants Agent after the expiration of the Warrants Offering, Stereotaxis may, in its sole discretion, choose to accept such subscription, but it shall be under no obligation to do so. The Warrants will be evidenced by transferable Warrants certificates (the “*Warrants Certificates*”).

Subject to the allocation described below, each Warrant also grants the holder an over-subscription privilege to purchase additional Underlying Shares that are not purchased by other Warrants holders pursuant to their Warrants, subject to potential purchase limits for Recordholders attempting to own 15% or more of the Common Stock of Stereotaxis. Each Warrants holder is entitled to exercise its over-subscription privilege only if it exercises its Warrants in full. If an insufficient number of Underlying Shares is available to fully satisfy all over-subscription requests, the available Underlying Shares will be distributed pro rata among Warrants holders who exercised their over-subscription privileges based on the number of Underlying Shares each Warrants holder subscribed for under its Warrants. If this pro rata allocation results in any Warrants holder receiving a greater number of Underlying Shares than the Warrants holder subscribed for pursuant to the exercise of the over-subscription privilege, then such Warrants holder will be allocated only that number of shares for which the Warrants holder over-subscribed, and the remaining Underlying Shares will be allocated among all other Warrants holders exercising the over-subscription privilege on the same pro rata basis described above. The proration process will be repeated until all Underlying Shares have been allocated or all over-subscription requests have been satisfied. No fractional shares will be issued pursuant to the over-subscription privilege and all prorations will be rounded down to eliminate subscriptions for fractional shares.

The number of Warrants to which you are entitled is printed on the face of your Warrants Certificate. You should indicate your wishes with regard to the exercise of your Warrants and over-subscription privilege by completing the appropriate portions of your Warrants Certificate and returning the certificate to the Warrants Agent in the envelope provided.

YOUR WARRANTS CERTIFICATES, OR NOTICE OF GUARANTEED DELIVERY, AND SUBSCRIPTION PRICE PAYMENT FOR EACH WARRANT THAT IS EXERCISED PURSUANT TO THE WARRANTS, INCLUDING FINAL CLEARANCE OF ANY CHECKS, MUST BE RECEIVED BY THE WARRANTS AGENT, ON OR BEFORE THE EXPIRATION TIME. ONCE A WARRANTS HOLDER HAS EXERCISED THE WARRANTS, SUCH EXERCISE MAY NOT BE REVOKED. WARRANTS NOT EXERCISED PRIOR TO THE EXPIRATION TIME OF THE WARRANTS OFFERING WILL EXPIRE.

1. Method of Subscription—Exercise of Warrants.

To exercise Warrants, complete your Warrants Certificate and send the properly completed and executed Warrants Certificate evidencing such Warrants with any signatures required to be guaranteed so guaranteed, together with payment in full of the Subscription Price for each Underlying Share subscribed for pursuant to the Warrants, to the Warrants Agent, on or prior to the Expiration Time. Payment of the aggregate Subscription Price will be held in a segregated account to be maintained by the Warrants Agent.

To exercise the over-subscription privilege, you should indicate the number of additional Underlying Shares that you would like to purchase in the space provided on your Warrants Certificate, as well as the number of shares of Common Stock that you beneficially own without giving effect to any Underlying Shares to be purchased in this Warrants Offering. When you send in your Warrants Certificate, you must also send the full Subscription Price in cash for the number of additional Underlying Shares that you have requested to purchase pursuant to the over-subscription privilege (in addition to the payment in cash due for Underlying Shares purchased through your Warrant).

All payments must be made in U.S. dollars for the full number of Underlying Shares being subscribed for (a) check or bank draft payable to Broadridge Corporate Issuer Solutions, Inc. upon a U.S. bank, (b) postal, telegraphic or express money order payable to the Warrants Agent, or (c) wire transfer of immediately available funds to accounts maintained by the Warrants Agent for purposes of accepting subscriptions in the Warrants Offering in accordance with the following account instructions (the “Subscription Account”):

Bank Name: U.S. Bank

ABA/Routing Number: 123000848

International/Swift Code: USBKUS44IMT

Address: 800 Nicollet Mall

Minneapolis, MN 55402 USA

Beneficiary Account Name: Broadridge

Account Number: 153910728465

FCC: Broadridge FBO Stereotaxis, Inc.

FFC: a/c 153910726998

Any wire transfer should clearly indicate the identity of the subscriber who is paying the Subscription Price by wire transfer. Payments will be deemed to have been received upon (i) clearance of any uncertified check, (ii) receipt by the Warrants Agent of any certified check or bank draft drawn upon a U.S. bank or of any postal, telegraphic or express money order or (iii) receipt of collected funds in the Subscription Account designated above. If paying by uncertified personal check, please note that the funds paid thereby may take five or more business days to clear. Accordingly, Warrants holders who wish to pay the aggregate Subscription Price by means of uncertified personal check are urged to make payment sufficiently in advance of the Expiration Time to ensure that such payment is received and clears by such date and are urged to consider payment by means of certified or cashier’s check, money order or wire transfer of funds.

The Warrants Certificate and payment of the aggregate Subscription Price if by check or bank draft drawn upon a U.S. bank or postal, telegraphic or express money order, or, if applicable, Notices of Guaranteed Delivery (as defined below) must be delivered to the Warrants Agent by hand delivery, first class mail or courier service to:

By hand or overnight courier:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS IWS
51 Mercedes Way
Edgewood, NY 11717

By mail:*

Broadridge Corporate Issuer Solutions, Inc.
Attn: Re-Organization Dept., P.O. Box 1317
Brentwood, NY 11717.

* If your chosen delivery method is USPS Priority Mail or USPS Registered Mail, you must utilize the overnight courier address.

Delivery to an address other than the applicable address above does not constitute valid delivery.

If you have any questions, require assistance regarding the method of exercising Warrants or require additional copies of relevant documents, please contact the Warrants Agent, Broadridge Corporate Issuer Solutions, Inc. at (855) 300-4994.

By making arrangements with your bank or broker for the delivery of funds on your behalf, you may also request such bank or broker to exercise the Warrants Certificate on your behalf. Alternatively, you may cause a written guarantee, a copy of which is being furnished to you (the "*Notice of Guaranteed Delivery*"), from a member firm of a registered national securities exchange or a member of the Financial Industry Regulatory Authority, or from a commercial bank or trust company having an office or correspondent in the United States or from a bank, shareholder, savings and loan association or credit union with membership in an approved signature guarantee medallion program, pursuant to Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, (each, an "*Eligible Institution*"), to be received by the Warrants Agent on or prior to the Expiration Time together with payment in full of the applicable Subscription Price. Such Notice of Guaranteed Delivery must state your name, the number of Warrants represented by the Warrants Certificate or Warrants Certificates held by you, the number of Underlying Shares being subscribed for pursuant to the Warrants and that you will guarantee the delivery to the Warrants Agent of any properly completed and executed Warrants Certificate or Warrants Certificates evidencing such Warrants within three (3) business days following the date of the Notice of Guaranteed Delivery. If this procedure is followed, the properly completed Warrants Certificate or Warrants Certificates evidencing the Warrant or Warrants being exercised, with any signatures required to be guaranteed so guaranteed, must be received by the Warrants Agent within three (3) business days following the date of the Notice of Guaranteed Delivery. The Notice of Guaranteed Delivery may be delivered to the Warrants Agent in the same manner as Warrants Certificates at the address set forth above. Additional copies of the Notice of Guaranteed Delivery may be obtained upon request from the Warrants Agent at the address set forth above, or by calling the Warrants Agent at (855) 300-4994. In connection with the exercise of the over-subscription privilege, banks, brokers and other nominee holders of Warrants who act on behalf of beneficial owners will be required to certify as to the aggregate number of Warrants exercised, and the number of Underlying Shares requested through the over-subscription privilege, by each beneficial owner on whose behalf the nominee holder is acting.

If you do not indicate the number of Warrants being exercised, or do not forward full payment of the Subscription Price, then you will be deemed to have exercised first your Warrants with respect to the maximum number of whole Warrants that may be exercised with the aggregate Subscription Price you delivered to the Warrants Agent and the payment received will thereafter be applied, to the fullest extent possible based on the amount of excess payment received, to exercise your over-subscription privilege, if applicable, subject to the availability of Underlying Shares.

If Stereotaxis does not apply your full Subscription Price payment to your purchase of shares of Common Stock, the excess subscription payment received by the Warrants Agent will be returned to you, without interest, as soon as practicable.

2. Issuance of Common Stock.

The following deliveries and payments will be made to the address shown on the face of your Warrants Certificate, unless you provide instructions to the contrary in your Warrants Certificate.

(a) *Warrants.* As soon as practicable after the closing of the Warrants Offering and the valid exercise of Warrants, the Warrants Agent will mail to each Warrants holder that validly exercises the Warrants (and any over-subscription privilege) certificates representing shares of Common Stock purchased pursuant to the Warrants.

(b) *Excess Cash Payments.* As soon as practicable after the Expiration Time, any excess subscription payments received in payment of the Subscription Price by the Warrants Agent will be mailed to each Warrants holder, without interest.

3. Sale or Transfer of Warrants.

The Warrants granted to you will be transferable during the course of the Warrants Offering, and the Warrants are listed on the Nasdaq Capital Market under the symbol "STXSW". As a result, you may transfer or sell your Warrants if you do not want to purchase any shares of our Common Stock. If you purchase Warrants in the open market or otherwise, and the Warrants Offering is not completed, the purchase price paid for such Warrants will not be returned to you.

4. Execution.

(a) *Execution by Registered Holder.* The signature on the Warrants Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Warrants Certificate without any alteration or change whatsoever. Persons who sign the Warrants Certificate in a representative or other fiduciary capacity must indicate their capacity when signing and, unless waived by the Warrants Agent in its sole and absolute discretion, must present to the Warrants Agent satisfactory evidence of their authority to so act.

(b) *Execution by Person Other than Registered Holder.* If the Warrants Certificate is executed by a person other than the holder named on the face of the Warrants Certificate, proper evidence of authority of the person executing the Warrants Certificate must accompany the same unless, for good cause, the Warrants Agent dispenses with proof of authority.

(c) *Signature Guarantees.* Your signature must be guaranteed by an Eligible Institution (as defined above) if you specify special delivery instructions. See the "Form of Election to Purchase" attached to your Warrants Certificate(s).

5. Method of Delivery.

The method of delivery of Warrants Certificates and payment of the aggregate Subscription Price to the Warrants Agent will be at the election and risk of the Warrants holder. However, if you elect to exercise your Warrants, Stereotaxis urges you to consider using a certified or cashier's check, money order, or wire transfer of funds to ensure that the Warrants Agent receives your funds prior to the Expiration Time. If you send an uncertificated check, payment will not be deemed to have been received by the Warrants Agent until the check has cleared, but if you send a certified check, bank draft drawn upon a U.S. bank, a postal, telegraphic or express money order or wire or transfer funds directly to the Warrants Agent's account, payment will be deemed to have been received by the Warrants Agent immediately upon receipt of such instruments and wire or transfer. Any personal check used to pay for shares of Common Stock must clear the appropriate financial institutions prior to the Expiration Time. The clearinghouse may require five or more business days. Accordingly, Warrants holders that wish to pay the aggregate Subscription Price by means of an uncertificated personal check are urged to make payment sufficiently in advance of the Expiration Time to ensure such payment is received and clears by such date.

6. Special Provisions Relating to the Delivery of Warrants through the Depository Trust Company.

In the case of Warrants that are held of record through The Depository Trust Company (“DTC”), exercises of the Warrants may be effected by instructing DTC to transfer Warrants from the DTC account of such holder to the DTC account of the Warrants Agent, together with certification as to the aggregate number of Warrants exercised subscribed for pursuant to the Warrants by each beneficial owner of Warrants on whose behalf such nominee is acting, and payment to the Warrants Agent of the Subscription Price for each share of Common Stock subscribed for pursuant to the Warrants. See the Company’s “Letter to Shareholders” and “Form of Election to Purchase” attached to your Warrants Certificate(s).

7. Substitute Form W-9.

TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, YOU ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES CONTAINED OR REFERRED TO HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL, STATE OR LOCAL TAX PENALTIES, (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE TRANSACTION OR MATTERS DISCUSSED HEREIN, AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Each Warrants holder who elects to exercise Warrants should provide the Warrants Agent with a correct Taxpayer Identification Number (“TIN”) on Substitute Form W-9, a copy of which is being furnished to each Warrants holder. Additional copies of Substitute Form W-9 may be obtained upon request from the Warrants Agent at the address set forth above or by calling the Warrants Agent at (855) 300-4994. Failure to provide the information on the form may subject such holder to a \$50.00 penalty for each such failure and to U.S. federal income tax backup withholding (currently at a 28% rate) with respect to dividends that may be paid by Stereotaxis on shares of Common Stock purchased upon the exercise of Warrants (for those holders exercising Warrants).

8. Determinations Regarding the Exercise of Your Warrants.

Stereotaxis will decide, in its sole discretion, all questions concerning the timeliness, validity, form, and eligibility of the exercise of your Warrants. Any such determinations by Stereotaxis will be final and binding. Stereotaxis, in its sole discretion, may waive, in any particular instance, any defect or irregularity or permit, in any particular instance, a defect or irregularity to be corrected within such time as Stereotaxis may determine. Stereotaxis will not be required to make uniform determinations in all cases. Stereotaxis may reject the exercise of any of your Warrants because of any defect or irregularity. Stereotaxis will not accept any exercise of Warrants until all irregularities have been waived by Stereotaxis or cured by you within such time as Stereotaxis decides, in its sole discretion.

Neither Stereotaxis nor the Warrants Agent will be under any duty to notify you of any defect or irregularity in connection with your submission of Warrants Certificates, and Stereotaxis will not be liable for failure to notify you of any defect or irregularity. Stereotaxis reserves the right to reject your exercise of Warrants if Stereotaxis determines that your exercise is not in accordance with the terms of the Warrants Offering, as set forth in the Prospectus and these Instructions for Use, or in proper form. Stereotaxis will also not accept the exercise of your Warrants if Stereotaxis’s issuance of shares of Common Stock to you could be deemed unlawful under applicable law.

Stereotaxis reserves the right to reject any over-subscription requests and will, in most cases, reject an over-subscription request to the extent the Recordholder together with its affiliates would own 15% or more of the Common Stock of Stereotaxis after the over-subscription privilege is exercised. If Stereotaxis rejects any over-subscription requests, then such person will be allocated only that number of Underlying Shares for which the person is permitted to purchase, and the remaining Underlying Shares will be allocated among all other persons exercising the over-subscription privilege on the same basis described above. The allocation process will be repeated until all Underlying Shares have been allocated or all over-subscription requests have been satisfied, whichever occurs first.

**FORM OF NOTICE OF GUARANTEED DELIVERY
FOR
WARRANTS CERTIFICATES
ISSUED BY
STEREOTAXIS, INC.**

Instructions for using this form

This form, or one substantially equivalent hereto, must be used to exercise the subscription warrants (the “*Warrants*”) pursuant to the warrants offering (the “*Warrants Offering*”) as described in the prospectus supplement dated September 4, 2015 (the “*Prospectus*”) of Stereotaxis, Inc., a Delaware corporation (“*Stereotaxis*”), if a holder of Warrants cannot deliver the certificate(s) evidencing the Warrants (the “*Warrants Certificate(s)*”), to the warrants agent listed below (the “*Warrants Agent*”) prior to 5:00 p.m., New York City time, on September 30, 2015, (as it may be extended, the “*Expiration Time*”). Such form must be delivered by hand or sent by telegram, first class mail or overnight courier to the Warrants Agent, and must be received by the Warrants Agent prior to the Expiration Time. See “The Warrants Offering—Method of Exercising Warrants” in the Prospectus.

Each whole Warrant allows the holder thereof to purchase one share of common stock at a price of \$1.10 per share for each whole share of Stereotaxis common stock owned by such holder as of 5:00 p.m., New York City time, on September 9, 2015 (the “*Record Date*”). Each Warrant also entitles the holder to an over-subscription privilege subject to certain limitations and subject to allotment, to purchase a portion of the unsubscribed shares of Stereotaxis common stock at the same subscription price of \$1.10 per share.

Payment of the Subscription Price of \$1.10 per full share of common stock subscribed for upon exercise of such Warrants must be received by the Warrants Agent in the manner specified in the Prospectus prior to the Expiration Time even if the Warrants Certificate(s) evidencing such Warrants is (are) being delivered pursuant to the Guaranteed Delivery Procedures thereof. See “The Warrants Offering—Method of Exercising Warrants” in the Prospectus.

The address of the Warrants Agent is as follows:

By hand or overnight courier:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS IWS
51 Mercedes Way
Edgewood, NY 11717

By mail:*

Broadridge Corporate Issuer Solutions, Inc.
Attn: Re-Organization Dept., P.O. Box 1317
Brentwood, NY 11717.

* If your chosen delivery method is USPS Priority Mail or USPS Registered Mail, you must utilize the overnight courier address.

If you have any questions, require assistance regarding the method of exercising Warrants or require additional copies of relevant documents, please contact the Warrants Agent at (855) 300-4994.

Delivery of this instrument to an address other than as set forth above does not constitute a valid delivery

Ladies and Gentlemen:

The undersigned hereby represents that the undersigned is the holder of one or more Warrants Certificate(s) representing Warrant(s) and that such Warrants Certificate(s) cannot be delivered to the Warrants Agent prior to the Expiration Time. Upon the terms and subject to the conditions set forth in the Prospectus, receipt of which is hereby acknowledged, the undersigned hereby elects to (i) exercise the Warrants to subscribe for _____ share(s) of Common Stock with respect to each of the Warrants represented by such Warrants Certificate(s), subject to availability and allocation as described in the Prospectus, and (ii) exercise its over-subscription privilege for _____ shares(s) of Common Stock with respect to each of the Warrants represented by the Warrants Certificate(s), subject to certain limitations and allotments (and acknowledging that such over-subscription privilege may only be exercised to the extent that the undersigned has fully exercised the Warrants represented by the Warrants Certificates(s)).

The undersigned understands that payment of the Subscription Price of \$1.10 per full share of Common Stock subscribed for pursuant to the Warrants (and the over-subscription privilege, if applicable) must be received by the Warrants Agent prior to the Expiration Time, and represents that such payment, in the aggregate amount of \$ either (check appropriate box):

- is being delivered to the Warrants Agent herewith
- or
- has been delivered separately to the Warrants Agent in the manner set forth below (check appropriate box and complete information relating thereto):
- Wire transfer of funds
 - Name of transferor institution:
 - Date of transfer:
 - Confirmation number (if available) :
- Uncertified check (Payment by uncertified check will not be deemed to have been received by the Warrants Agent until such check has cleared. Holders paying by such means are urged to make payment sufficiently in advance of the Expiration Time to ensure that such payment clears by such date.)
- Certified check
- Bank draft (cashier's check)
- Money order
 - Name of maker:
- Date of check, draft or money order:
 - Check, draft or money order number:

Bank on which check is drawn or issuer or money order:

Signature(s)

Address

Names

(Please type or print)

Warrants Certificate No(s). (if available)

Area Code and Tel. No.(s)

GUARANTEE OF DELIVERY

(Not to Be Used for Warrants Certificate Signature Guarantee)

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, or a commercial bank or trust company having an office or correspondent in the United States, or a bank, stockbroker, savings and loan association or credit union with membership in an approved signature guarantee medallion program, pursuant to Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Warrants Agent the certificates representing the Warrants being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated:

(Address)

(Name of Firm)

(Area Code and Telephone Number)

(Authorized Signature)

The institution that completes this form must communicate the guarantee to the Warrants Agent and must deliver the Warrants Certificate(s) to the Warrants Agent within the time period shown in this prospectus. Failure to do so could result in a financial loss to such institution.

FORM OF LETTER
STEREOTAXIS, INC.

Subscription Warrants to Purchase Shares of Common Stock

Offered Pursuant to Subscription Warrants
Distributed to Shareholders
of Stereotaxis, Inc.

[], 2015

To Securities Dealers, Commercial Banks, Trust Companies and Other Nominees:

This letter is being distributed to securities dealers, commercial banks, trust companies and other nominees in connection with the warrants offering (the "*Warrants Offering*") by Stereotaxis, Inc. ("*Stereotaxis*") of shares of Stereotaxis common stock, par value \$0.001 per share (the "*Common Stock*"), pursuant to transferable subscription warrants (the "*Warrants*") distributed to all holders of record of shares of Common Stock at 5:00 p.m., New York City time, on September 9, 2015 (the "*Record Date*"). The Warrants and Common Stock are described in the accompanying prospectus supplement covering the Warrants and the shares of Common Stock issuable upon their exercise dated September 4, 2015 (the "*Prospectus*").

In the Warrants Offering, Stereotaxis is offering an aggregate of 5,755,775 shares of Common Stock, as described in the Prospectus. The Warrants will expire, if not exercised prior to 5:00 p.m., New York City time, on September 30, 2015, unless extended (the "*Expiration Time*").

As described in the Prospectus, each beneficial owner of shares of Common Stock registered in your name or the name of your nominee will receive a subscription warrant to purchase one share of Common Stock at a price of \$1.10 per share (the "*Subscription Price*") for every four shares of Common Stock owned of record as of 5:00 p.m., New York City time, on the Record Date (with the total number of Warrants issuable rounded down to avoid the issuance of fractional Warrants). Each holder of Warrants is also entitled to exercise an over-subscription privilege, subject to certain limitations and subject to allotment, to purchase a portion of the unsubscribed shares of Common Stock at the same subscription price of \$1.10 per share. Each Warrants holder is entitled to exercise its over-subscription privilege only if it exercises its Warrants in full.

Each Warrants holder will be required to submit payment in full for all the shares it wishes to buy with its Warrants (and over-subscription privilege, if applicable). No fractional Warrants will be distributed and no fractional shares will be issued. Any fractional Warrants issuable pursuant to the Warrants Offering resulting from the number of shares owned as of the Record Date or fractional shares issuable pursuant to the over-subscription privilege resulting from prorations or other limitations will be eliminated by rounding down to the nearest whole Warrant or whole share, with the Subscription Price being paid accordingly. Any excess subscription payments received by Broadridge Corporate Issuer Solutions, Inc. (the "*Warrants Agent*") will be returned, without interest, as soon as practicable.

The Warrants are transferable during the course of the Warrants Offering. If the Warrants holder purchase Warrants in the open market or otherwise, and the Warrants Offering is not completed, the purchase price paid for such Warrants will not be returned to the Warrants holder.

Stereotaxis is asking persons who hold shares of Common Stock beneficially and who have received the Warrants distributable with respect to those shares through a broker, dealer, commercial bank, trust company or other nominee, as well as persons who hold certificates of Common Stock directly and prefer to have such institutions effect transactions relating to the Warrants on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them.

All commissions, fees and other expenses (including brokerage commissions and transfer taxes), other than fees and expenses of the Warrants Agent, incurred in connection with the exercise of the Warrants will be for the account of the holder of the Warrants, and none of such commissions, fees or expenses will be paid by Stereotaxis or the Warrants Agent.

Enclosed are copies of the following documents:

1. The Prospectus;
2. Instructions as to the Use of Stereotaxis, Inc. Warrants Certificates;
3. A form of letter which may be sent to your clients for whose accounts you hold shares of Common Stock registered in your name or the name of your nominee (including a Beneficial Owner Election Form), with an attached form of instruction;
4. Nominee Holder Certification; and
5. A return envelope addressed to Broadridge Corporate Issuer Solutions, Inc., the Warrants Agent.

Your prompt action is requested. To exercise the Warrants, you should deliver the properly completed and signed Nominee Holder Certification, with payment of the Subscription Price in full for each share of Common Stock subscribed for pursuant to the Warrants (and the over-subscription privilege, if applicable), to the Warrants Agent, as indicated in the Prospectus. The Warrants Agent must receive the Nominee Holder Certification with payment of the Subscription Price, including final clearance of any checks, prior to the Expiration Time. A Warrants holder cannot revoke the exercise of its Warrants. Warrants not exercised prior to the Expiration Time will expire.

Additional copies of the enclosed materials may be obtained from the Warrants Agent. The Warrants Agent's telephone number is (855) 300-4994. Any questions or requests for assistance concerning the Warrants Offering should be directed to the Warrants Agent.

Very truly yours,

Stereotaxis, Inc.

**FORM OF LETTER
STEREOTAXIS, INC.**

Subscription Warrants to Purchase Shares of Common Stock

Offered Pursuant to Subscription Warrants
Distributed to Shareholders of Stereotaxis, Inc.

[], 2015

Dear Stockholder:

This letter is being distributed by Stereotaxis, Inc. (“*Stereotaxis*”) to all holders of record of shares of its common stock, par value \$0.001 per share (the “*Common Stock*”), at 5:00 p.m., New York City time, on September 9, 2015 (the “*Record Date*”), in connection with a distribution in a warrants offering (the “*Warrants Offering*”) of transferable subscription warrants (the “*Warrants*”) to subscribe for and purchase shares of Common Stock. The Warrants and Common Stock are described in the accompanying prospectus supplement covering the Warrants and the shares of Common Stock issuable upon their exercise dated September 4, 2015 (the “*Prospectus*”).

In the Warrants Offering, Stereotaxis is offering an aggregate of up to 5,755,775 shares of Common Stock, as described in the Prospectus. The Warrants will expire, if not exercised prior to 5:00 p.m., New York City time, on September 30 2015, unless extended (the “*Expiration Time*”).

As described in the Prospectus, you will receive a subscription warrant to purchase one share of Common Stock at a price of \$1.10 per share (the “*Subscription Price*”) for every four shares of Common Stock owned of record as of 5:00 p.m., New York City time, on the Record Date (with the total number of Warrants issuable rounded down to avoid the issuance of fractional Warrants). Each holder of Warrants is also entitled to exercise an over-subscription privilege, subject to certain limitations and subject to allotment, to purchase a portion of the unsubscribed shares of Common Stock at the same subscription price of \$1.10 per share. Each Warrants holder is entitled to exercise its over-subscription privilege only if it exercises its Warrants in full.

You will be required to submit payment in full for all the shares you wish to buy with your Warrants (and over-subscription privilege, if applicable). No fractional Warrants will be distributed and no fractional shares will be issued. Any fractional Warrants issuable pursuant to the Warrants Offering resulting from the number of shares owned as of the Record Date or fractional shares issuable pursuant to the over-subscription privilege resulting from prorations or other limitations will be eliminated by rounding down to the nearest whole Warrant or whole share, with the Subscription Price being paid accordingly. Any excess subscription payments received by Broadridge Corporate Issuer Solutions, Inc. (the “*Warrants Agent*”) will be returned, without interest, as soon as practicable.

The Warrants are evidenced by a transferable Warrants certificate (the “*Warrants Certificate*”) registered in your name and will cease to have any value at the Expiration Time. The Warrants are transferable during the course of the Warrants Offering. If you purchase Warrants in the open market or otherwise, and the Warrants Offering is not completed, the purchase price paid for such Warrants will not be returned to you.

Enclosed are copies of the following documents:

1. The Prospectus;
2. A Warrants Certificate evidencing the Warrants for which you are the holder of record;
3. Instructions as to the Use of Stereotaxis, Inc. Warrants Certificates (including a Notice of Important Tax Information and Guidelines for Request for Taxpayer Identification Number and Certification on Substitute Form W-9);
4. Notice of Guaranteed Delivery for Warrants Certificates Issued by Stereotaxis; and

5. A return envelope addressed to Broadridge Corporate Issuer Solutions, Inc., the Warrants Agent.

Your prompt action is requested. To exercise the Warrants, you should deliver the properly completed and signed Warrants Certificate (or Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures), with payment of the Subscription Price in full for each share of Common Stock subscribed for pursuant to the Warrants (and the over-subscription privilege, if applicable), to the Warrants Agent, as indicated in the Prospectus. The Warrants Agent must receive the Warrants Certificate or Notice of Guaranteed Delivery with payment of the Subscription Price, including final clearance of any checks, prior to the Expiration Time. A Warrants holder cannot revoke the exercise of its Warrants. Warrants not exercised prior to the Expiration Time will expire.

Additional copies of the enclosed materials may be obtained from the Warrants Agent. The Warrants Agent's telephone number is (855) 300-4994. Any questions or requests for assistance concerning the Warrants Offering should be directed to the Warrants Agent.

Very truly yours,

Stereotaxis, Inc.

FORM OF LETTER
STEREOTAXIS, INC.

Subscription Warrants to Purchase Shares of Common Stock

Offered Pursuant to Subscription Warrants
Distributed to Shareholders of
Stereotaxis, Inc.

[], 2015

To Our Clients:

Enclosed for your consideration is a prospectus supplement, dated September 4, 2015 (the “*Prospectus*”) which relates to the offering (the “*Warrants Offering*”) by Stereotaxis, Inc. (“*Stereotaxis*”) of shares of Stereotaxis’s common stock, par value \$0.001 per share (the “*Common Stock*”), pursuant to transferable subscription warrants (the “*Warrants*”) distributed to all holders of record of shares of Common Stock at 5:00 p.m., New York City time, on September 9, 2015 (the “*Record Date*”). The Warrants and Common Stock are described in the Prospectus.

In the Warrants Offering, Stereotaxis is offering an aggregate of 5,755,775 shares of Common Stock, as described in the Prospectus. The Warrants will expire, if not exercised prior to 5:00 p.m., New York City time, on September 30, 2015, unless extended (the “*Expiration Time*”).

As described in the Prospectus, you will receive a subscription warrant to purchase one share of Common Stock at a price of \$1.10 per share (the “*Subscription Price*”) for every four shares of Common Stock owned of record as of 5:00 p.m., New York City time, on the Record Date (with the total number of Warrants issuable rounded down to avoid the issuance of fractional Warrants). Each holder of Warrants is also entitled to exercise an over-subscription privilege, subject to certain limitations and subject to allotment, to purchase a portion of the unsubscribed shares of Common Stock at the same subscription price of \$1.10 per share. Each Warrants holder is entitled to exercise its over-subscription privilege only if it exercises its Warrants in full.

You will be required to submit payment in full for all the shares you wishes to buy with your Warrants (and over-subscription privilege, if applicable). No fractional Warrants will be distributed and no fractional shares will be issued. Any fractional Warrants issuable pursuant to the Warrants Offering resulting from the number of shares owned as of the Record Date or fractional shares issuable pursuant to the over-subscription privilege resulting from prorations or other limitations will be eliminated by rounding down to the nearest whole Warrant or whole share, with the Subscription Price being paid accordingly. Any excess subscription payments received by Broadridge Corporate Issuer Solutions, Inc. (the “*Warrants Agent*”) will be returned, without interest, as soon as practicable.

The Warrants are transferable during the course of the Warrants Offering. If you instruct us to purchase Warrants in the open market or otherwise, and the Warrants Offering is not completed, the purchase price paid for such Warrants will not be returned to us or to you.

THE MATERIALS ENCLOSED ARE BEING FORWARDED TO YOU AS THE BENEFICIAL OWNER OF COMMON STOCK CARRIED BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. EXERCISES AND SALES OF WARRANTS MAY BE MADE ONLY BY US AS THE RECORD OWNER AND PURSUANT TO YOUR INSTRUCTIONS.

Accordingly, we request instructions as to whether you wish us to elect to subscribe for any shares of Common Stock to which you are entitled pursuant to the terms and subject to the conditions set forth in the enclosed Prospectus. However, we urge you to read the Prospectus carefully before instructing us to exercise your Warrants (or over-subscription privilege, if applicable).

If you wish to have us, on your behalf, exercise the Warrants (or the over-subscription privilege) for any shares of Common Stock to which you are entitled, please so instruct us by completing, executing and returning to us the instruction form on the reverse side of this letter.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise Warrants on your behalf in accordance with the provisions of the Warrants Offering. **The Warrants Offering will expire at the Expiration Time. Once you have exercised the Warrants, such exercise may not be revoked.**

Additional copies of the enclosed materials may be obtained from the Warrants Agent. The Warrants Agent's telephone number is (855) 300-4994. Any questions or requests for assistance concerning the Warrants Offering should be directed to the Warrants Agent.

Very truly yours,

BENEFICIAL OWNER ELECTION FORM

The undersigned acknowledge(s) receipt of your letter and the enclosed materials relating to the grant of transferable warrants (the "Warrants") to purchase shares of common stock, par value \$0.001 per share (the "Common Stock"), of Stereotaxis, Inc. ("Stereotaxis").

With respect to any instructions to exercise (or not to exercise) Warrants, the undersigned acknowledges that this form must be completed and returned such that it will actually be received by you by 5:00 p.m., New York City time, on September 29, 2015, the last business day prior to the scheduled expiration date of the warrants offering of September 30, 2015 (which may be extended by Stereotaxis's board of directors in its sole discretion).

This will instruct you whether to exercise Warrants to purchase shares of Common Stock distributed with respect to the shares of Common Stock held by you as record holder for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the prospectus supplement dated September 4, 2015 (the "Prospectus") and the related "Instructions as to Use of Stereotaxis, Inc. Warrants Certificates."

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

Box 1. Please DO NOT EXERCISE WARRANTS for shares of Common Stock.

Box 2. Please EXERCISE WARRANTS for shares of Common Stock as set forth below:

	Number of Shares of Common Stock Subscribed For		Subscription Price		Payment
Total Payment Required	x		\$1.10	=	\$

Box 3. Please EXERCISE the over-subscription privilege for shares of Common Stock as set forth below:

	Number of Shares of Common Stock Subscribed For		Subscription Price		Payment
Total Payment Required	x		\$1.10	=	\$

Box 4. Payment in the following amount is enclosed: \$

Box 5. Please deduct payment of \$ from the following account maintained by you as follows:

(The total of Box 4 and Box 5 must equal the total payment specified above.)

Type of Account _____ Account No. _____

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of shares of Common Stock indicated above upon the terms and conditions specified in the Prospectus; and
- agree that if I (we) fail to pay for the shares of Common Stock I (we) have elected to purchase, you may exercise any remedies available to you under law.

Name of Beneficial Owner(s): _____

Signature of Beneficial Owner(s): _____

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name: _____

Capacity: _____

Address (including Zip Code): _____

Telephone Number: _____

STEREOTAXIS, INC.

NOMINEE HOLDER CERTIFICATION

The undersigned, a broker, custodian bank, trustee, depository or other nominee holder of transferable warrants (the “Warrants”) to purchase shares of common stock (“Common Stock”) of Stereotaxis, Inc. (“Stereotaxis”) pursuant to the warrants offering described and provided for in the Stereotaxis prospectus supplement dated September 4, 2015 (the “Prospectus”), hereby certifies to Stereotaxis and Broadridge Corporate Issuer Solutions, Inc., as warrants agent for the warrants offering, that (1) the undersigned has exercised, on behalf of the beneficial owners thereof (which may include the undersigned), the number of Warrants specified below pursuant to the Warrants (as defined in the Prospectus) on behalf of the beneficial owners of the Warrants; (2) the undersigned has exercised, on behalf of the beneficial owners (which may include the undersigned), the number of Warrants pursuant to the Warrants (as defined in the Prospectus) on behalf of beneficial owners of the Warrants who have subscribed for the purchase of additional shares of common stock pursuant to the over-subscription privilege (without identifying any such beneficial owner), and (3) with respect to the exercise of the over-subscription privilege described in (2) above, each such beneficial owner’s Warrant has been exercise in full:

Number of Shares of Common Stock Owned on the Record Date	Number of Shares Subscribed for Pursuant to Warrants	Number of Shares Subscribed for Pursuant to Over-Subscription Privilege
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____
4. _____	_____	_____
5. _____	_____	_____
6. _____	_____	_____
7. _____	_____	_____
8. _____	_____	_____
9. _____	_____	_____

Provide the following information if applicable:

Depository Trust Company ("DTC")

Participant Number

[NAME OF NOMINEE]

By: _____

Name:

Title:

DTC Basic Subscription Confirmation Number(s)



Stereotaxis Announces Warrants Offering

ST. LOUIS, MO, Sept. 4, 2015 –Stereotaxis, Inc. (NASDAQ: STXS), a global leader in innovative technologies for the treatment of cardiac arrhythmias, announced today that it will conduct a registered offering of subscription warrants to the holders of its common shares, which will function similarly to a rights offering. The Company has declared the record date for determination of stockholders eligible to participate as September 9, 2015 at 5:00 p.m. Eastern Time. At such time, each holder will be issued, at no charge, one subscription warrant for every four common shares held, which will entitle the holder to purchase one share of common stock at a price of \$1.10 per share.

“We believe this warrants offering provides a compelling opportunity for our existing shareholders to acquire Stereotaxis stock at a discounted price, while allowing us to form new equity capital in support of our strategic goals in the least dilutive manner,” said William C. Mills, Stereotaxis Chief Executive Officer. “By strengthening our balance sheet at this time, we are more favorably positioning Stereotaxis to take advantage of our growth opportunities in the global electrophysiology marketplace, and to deliver state-of-the-art solutions in support of improved patient care.”

The subscription warrants will be exercisable until 5:00 p.m. Eastern Time on September 30, 2015. Stereotaxis may, subject to certain limitations, extend the warrants offering, but does not currently intend to do so.

The warrants will be listed on the NASDAQ Capital Market under the symbol “STXSW”, commencing on or about September 14, 2015, and continuing through the expiration date of the warrants offering. In addition to being able to purchase their pro rata portion of the shares offered, based on their ownership as of the record date of the warrants offering, Stereotaxis stockholders who exercise all of their warrants may subscribe to purchase additional common shares pursuant to an over-subscription privilege, subject to certain limitations and subject to allotment, as described in a prospectus supplement filed with the SEC on September 4, 2015. No fractional subscription warrants will be distributed and no fractional shares will be issued pursuant to the warrants offering. Any fractional warrants issuable pursuant to the warrants offering resulting from the number of shares owned as of the record date or fractional shares issuable pursuant to the over-subscription resulting from prorations or other limitations will be eliminated by rounding down to the nearest whole warrant or whole share.

The ex-warrants date for the warrants offering is pending and will be announced once it is established by NASDAQ. The ex-warrants date is the date on which Stereotaxis’ common stock will begin to trade without the subscription warrants and the warrants will trade separately from the common stock. As a result, shareholders who sell their shares prior to the ex-warrants date will also be selling their subscription warrants.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any offer, solicitation, or sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful, prior to the registration or qualification of the securities under the securities law of such state or jurisdiction. A shelf registration statement on Form S-3 pursuant to which the warrants are being issued was filed with the SEC on November 27, 2013 and declared effective on December 11, 2013. The warrants offering is being made only by means of the prospectus supplement filed with the SEC on September 4, 2015 together with a base prospectus filed with the registration statement. Copies of the prospectus supplement and base prospectus, which contain further details regarding the warrants offering, will be provided to all stockholders, as of the record date.

Questions about the warrants offering or requests for additional copies of the prospectus may be directed to the warrants agent, Broadridge Corporate Issuer Solutions, Inc., at (855) 300-4994.

About Stereotaxis

Stereotaxis is a healthcare technology and innovation leader in the development of robotic cardiology instrument navigation systems designed to enhance the treatment of arrhythmias and coronary disease, as well as information management solutions for the interventional lab. Over 100 issued patents support the Stereotaxis platform, which helps physicians around the world provide unsurpassed patient care with robotic precision and safety, improved lab efficiency and productivity, and enhanced integration of procedural information. Stereotaxis' core *Epoch*® Solution includes the *Niobe*® ES remote magnetic navigation system, the *Odyssey*® portfolio of lab optimization, networking and patient information management systems, and the *Vdrive*™ robotic navigation system and consumables.

The core components of Stereotaxis' systems have received regulatory clearance in the United States, European Union, Canada, China, Japan, and elsewhere. The V-Sono™ ICE catheter manipulator, V-Loop™ variable loop catheter manipulator, and V-CAS™ catheter advancement system have received clearance in the United States, Canada, and the European Union. For more information, please visit www.stereotaxis.com.

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, the Company's ability to raise additional capital on a timely basis and on terms that are acceptable, its ability to continue to manage expenses and cash burn rate at sustainable levels, its ability to continue to work with lenders to extend, repay or refinance indebtedness on acceptable terms, continued acceptance of the Company's products in the marketplace, the effect of global economic conditions on the ability and willingness of customers to purchase its systems and the timing of such purchases, competitive factors, changes resulting from the recently enacted healthcare reform in the United States, including changes in government reimbursement procedures, dependence upon third-party vendors, timing of regulatory approvals, 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 the Company's control. In addition, these orders and commitments may be revised, modified, delayed or canceled, either by their express terms, as a result of negotiations, or by overall project changes or delays.

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314-678-6155

STXS Investor Contact:

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