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): 02/25/2014

Stereotaxis, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-36159

Delaware (State or other jurisdiction of incorporation)

94-3120386 (IRS Employer Identification No.)

4320 Forest Park Avenue, Suite 100, St. Louis, MO 63108

(Address of principal executive offices, including 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:							
[]	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 2.02. Results of Operations and Financial Condition

On February 25, 2014, Stereotaxis, Inc. (the "Company") issued a press release (the "Earnings Press Release") setting forth its financial results for the fourth quarter of fiscal year 2013 and the year ended December 31, 2013. A copy of the Earnings Press Release is being filed as Exhibit 99.1 hereto, and the statements contained therein are incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

On February 25, 2014, the Company issued a press release (the "Japan Press Release") announcing that the Company entered into an agreement with Medix Japan, Inc. and Hokushin Medical Co. Ltd. to distribute its Niobe Magnetic Navigation System for cardiac ablations in Japan. A copy of the Japan Press Release is being filed as Exhibit 99.2 hereto, and the statements contained therein are incorporated by reference herein.

Forward Looking Statements and Additional Information

Statements are made herein or incorporated herein that are "forward-looking statements" as defined by the Securities and Exchange Commission (the "SEC"). All statements, other than statements of historical fact, included or incorporated herein that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements are not guarantees of future events or the Company's future performance and are subject to risks, uncertainties and other important factors that could cause events or the Company's actual performance or achievements to be materially different than those projected by the Company. For a full discussion of these risks, uncertainties and factors, the Company encourages you to read its documents on file with the SEC. Except as required by law, the Company does not intend to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

In accordance with General Instruction B.2. of Form 8-K, the information contained in Item 2.02, Item 7.01 and Exhibits 99.1 and 99.2 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events

Vdrive Duo System FDA Clearance

On February 6, 2014, the Company was granted 510(k) clearance by the Food and Drug Administration to market its Vdrive Duo system with V-Sono Intracardiac Echocardiography (ICE) catheter manipulator.

Earnings Release

Pursuant to the Earnings Press Release, on February 25, 2014, the Company announced the following 2013 fourth quarter and full year financial results:

Fourth Quarter 2013

Total revenue of \$9.1 million compared to \$12.2 million in the prior year quarter, a 25.7% decline. System revenue of \$2.7 million compared to \$5.6 million in the 2012 fourth quarter and recurring revenue of \$6.3 million compared to \$6.6 million in the prior year fourth quarter.

The Company recognized revenue of \$2.3 million on three Niobe ES systems and one ES upgrade, \$0.1 million on one Vdrive system and \$0.3 million in Odyssey system sales.

Ending capital backlog of \$6.8 million.

Operating expenses of \$8.7 million compared to \$8.8 million in the year ago period.

Net loss of \$4.0 million, or (\$0.23) per share, compared to a net loss of \$4.3 million, or (\$0.55) per share, reported in the fourth quarter 2012.

Cash burn of \$1.4 million, compared to \$0.1 million for the fourth quarter of 2012.

Full Year 2013

Revenue of \$38.0 million, compared to \$46.6 million in the 12 months ended December 31, 2012. System revenue was \$12.7 million on nine Niobe ES system sales in 2013, and recurring revenue was \$25.3 million. This compares to \$19.7 million and \$26.9 million for system and recurring revenues, respectively, during 2012.

Utilization companywide declined 11% compared to 2012.

Operating expenses of \$35.9 million, a 15% reduction compared to \$42.4 million in 2012.

Operating loss of \$8.8 million, a 16.8% improvement from the prior year.

The 2013 full year results included \$54 million of charges reported as other expense and interest expense, related to a non-cash, mark-to-market adjustment and amortization of convertible debt discount as a result of transactions with convertible note holders and other equity investors. Including this charge, the net loss for the full year 2013 was \$68.8 million, or (\$5.95) per share, compared to a net loss of \$9.2 million, or (\$1.33) million per share, reported for full year 2012.

Cash burn for 2013 was \$6.3 million, compared to \$12.2 million in the prior year, a 48% reduction.

Financial Position

At December 31, 2013, Stereotaxis had cash and cash equivalents of \$13.8 million, compared to \$8.4 million at September 30, 2013. During the fourth quarter, the Company received gross proceeds of approximately \$10.2 million as a result of a subscription rights offering. At year end, total debt was \$18.5 million related to HealthCare Royalty Partners debt.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits
- 99.1 Stereotaxis, Inc. Earnings Press Release dated February 25, 2014
- 99.2 Stereotaxis, Inc. Japan Press Release dated February 25, 2014

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: February 25, 2014 By: /s/ Karen Witte Duros

Karen Witte Duros Sr. Vice President, General Counsel

EXHIBIT INDEX

Exhibit No.	Description
EX-99.1	Stereotaxis, Inc. Earnings Press Release dated February 25, 2014
EX-99.2	Stereotaxis, Inc. Japan Press Release dated February 25, 2014

Stereotaxis Reports 2013 Fourth Quarter and Full Year Financial Results

-Announces Distribution Partnership in Japan--Significantly Increases Working Capital by Year End--Reduces Cash Burn for FY2013 to Record Low of \$6.3 Million--Achieves Lowest Reported Full Year Operating Loss of \$8.8 Million --Reconfirms Commitment to Technology Advancements--Hosts Conference Call Today at 4:30 p.m. Eastern Time-

ST. LOUIS, MO, February 25, 2014—Stereotaxis, Inc. (NASDAQ: STXS) today reported financial results for the fourth quarter and full year ended December 31, 2013.

Management Comments

"We are very encouraged by the health of Stereotaxis today – leaner, financially stronger and poised to further revolutionize the delivery of care in the electrophysiology (EP) catheter laboratory," said William C. Mills, Stereotaxis Chief Executive Officer. "Over the course of 2013, we effectively transformed our balance sheet, raising \$21.9 million in new, permanent capital and eliminating short-term debt obligations, which reduced the principal of our total debt by \$17.1 million. At the same time, we continued to demonstrate intelligent capital stewardship during the year, reporting the lowest full year cash burn and operating loss since our initial public offering in 2004."

Mr. Mills continued, "While we were challenged to achieve targeted top line results in 2013, we believe we have significant growth opportunities ahead. As we announced today, we have completed an agreement with two strong, experienced Japanese companies to begin immediate commercialization of our Niobe® technology in Japan. Furthermore, enthusiasm around our VdriveTM with V-SonoTM ICE catheter manipulator continues to build in the U.S., the result of strategic, customer-centric capital selling and clinical adoption efforts.

"A firmer financial footing enables us to redirect our energies to meaningful technological innovations that not only will lead the EP market in safety and operator efficiencies, but will deliver the highest quality patient outcomes possible, which is our ultimate goal. I am proud to lead an organization of enormously dedicated, creative people and am confident in the inherent strengths of our robotic platform to illuminate a path for the future of interventional cardiac electrophysiology."

Fourth Quarter Financial Results

Revenue for the fourth quarter of 2013 totaled \$9.1 million, compared to \$12.2 million in the prior year fourth quarter, a 25.7% decline. System revenue was \$2.7 million, compared to \$5.6 million in the

2012 fourth quarter. The Company recognized revenue of \$2.3 million on three *Niobe* ES systems and one ES upgrade, \$0.1 million on one *Vdrive* system and \$0.3 million in *Odyssey*® system sales in the fourth quarter 2013. Recurring revenue was \$6.3 million in the quarter compared to \$6.6 million in the prior year fourth quarter. Procedures declined 11% from the same quarter last year but improved 5% sequentially.

The Company generated new capital orders of \$3.9 million, which includes three *Niobe* ES orders, one ES upgrade, three *Vdrive* orders and three *Odyssey* system orders, compared to \$4.2 million in the fourth quarter of 2012. Ending capital backlog for the 2013 fourth quarter was \$6.8 million.

Gross margin in the quarter was \$6.2 million, or 68.7% of revenue, versus \$7.9 million, or 65.0% of revenue, in the fourth quarter of 2012. Operating expenses in the fourth quarter were \$8.7 million compared to \$8.8 million in the prior year quarter.

Operating loss in the fourth quarter was \$(2.4) million, compared to \$(0.9) million in the prior year quarter. Interest expense improved to \$0.9 million from \$2.0 million in the fourth quarter of 2012 with the extinguishment of the Company's convertible debentures.

The net loss for the 2013 fourth quarter was \$(4.0) million, or \$(0.23) per share, compared to a net loss of \$(4.3) million, or \$(0.55) per share, reported in the fourth quarter of 2012. Excluding mark-to-market warrant revaluation and amortization of convertible debt discount, the fourth quarter 2013 adjusted net loss would have been \$(3.3) million, or \$(0.19) per share, and the fourth quarter 2012 adjusted net loss would have been \$(2.3) million, or \$(0.29) per share. The weighted average diluted shares outstanding for the fourth quarters of 2013 and 2012 totaled 17.2 million and 7.8 million, respectively.

Cash burn for the fourth quarter of 2013 was \$1.4 million, compared to \$0.1 million for the fourth quarter of 2012.

Full Year Financial Results

Revenue for the full year ended December 31, 2013 was \$38.0 million compared to \$46.6 million for the full year 2012. System revenue in 2013 was \$12.7 million on nine *Niobe* ES system sales, and recurring revenue was \$25.3 million. This compares to \$19.7 million and \$26.9 million for system and recurring revenues, respectively, during 2012. Utilization companywide declined 11% compared to last year.

Gross margin in the full year 2013 was \$27.0 million, or 71% of revenue, compared with \$31.8 million, or 68% of revenue, in 2012. Operating expenses for 2013 were \$35.9 million, a 15% reduction compared to \$42.4 million in 2012.

Operating loss was \$(8.8) million, the lowest full year operating loss reported since the Company's initial public offering in 2004 and a 16.8% improvement from the prior year.

Interest expense in full year 2013 increased to \$12.6 million, compared to \$6.9 million in the prior year, primarily related to a one-time, non-cash expense in the third quarter as a result of the extinguishment of the Company's convertible debt.

The 2013 full year results included \$53.9 million of charges reported as other expense and interest expense, related to a non-cash, mark-to-market adjustment and amortization of convertible debt discount as a result of transactions with convertible note holders and other equity investors. Including these charges, the net loss for the full year 2013 was \$(68.8) million, or \$(5.95) per share, compared to a net loss of \$(9.2) million, or \$(1.33) per share, reported for full year 2012. Excluding these charges, the net loss for 2013 would have been \$(14.9) million, or \$(1.29) per share. Excluding the mark-to-market warrant revaluation and amortization of convertible debt discount related to \$18.5 million in financing in 2012, the net loss for 2012 would have been \$(16.5) million, or \$(2.38) per share. Cash burn for 2013 was \$6.3 million, compared to \$12.2 million in the prior year, a 48% reduction and the lowest annual reported cash burn since the Company went public.

Financial Position

At December 31, 2013, Stereotaxis had cash and cash equivalents of \$13.8 million, compared to \$8.4 million at September 30, 2013. During the fourth quarter, the Company received gross proceeds of approximately \$10.2 million as a result of a subscription rights offering. At year end, total debt was \$18.5 million related to HealthCare Royalty Partners debt. The Company significantly strengthened its balance sheet during the year, improving its cash position by \$6 million and eliminating \$17.1 million of the principal on total debt since December 31, 2012.

Clinical Update

In January 2014, the Company announced it had completed the clinical trial of its $Vdrive^{TM}$ with $V-Loop^{TM}$ Circular Catheter Manipulator. Results of the 120-patient study, which was conducted at three hospitals in the U.S. and two in Europe, will be included in a 510(k) Premarket Notification the Company intends to submit to the U.S. FDA in the first quarter of 2014.

Conference Call and Webcast

Stereotaxis will host a conference call and webcast today, February 25, 2014, at 4:30 p.m. Eastern Time, to discuss fourth quarter and full year results. The dial-in number for the conference call is 1-877-941-1427 for domestic participants and 1-480-629-9664 for international participants. Participants are asked to call the above numbers 5-10 minutes prior to the start time. To access the live and replay webcast, please visit the investor relations section of the Stereotaxis website at www.stereotaxis.com.

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 collaboration of life-saving information. Stereotaxis' core $Epoch^{TM}$ Solution includes the Niobe® ES Remote Magnetic Navigation system, the Odyssey® portfolio of lab optimization, networking and patient information management systems and the $Vdrive^{TM}$ Robotic Mechanical Navigation system and consumables.

The core components of Stereotaxis systems have received regulatory clearance in the U.S., European Union, Canada, China and elsewhere. The $V ext{-}Sono^{\text{TM}}$ ICE catheter manipulator has received U.S. clearance, and the $V ext{-}Loop^{\text{TM}}$ circular catheter manipulator will soon be submitted for review by the U.S. Food and Drug Administration. 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, the outcome of various shareholder litigation filed against Stereotaxis, competitive factors, changes resulting from the recently enacted healthcare reform in the U.S., 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.

December 31,

(Unaudited)

13,775,130

7,558,152

4,879,039

1,945,206

28,157,527 1,184,589

1,679,486

31,076,396

20,431

34,363

49,733

3,512,339

7,079,381

7,519,754

5,644,626

23,805,833

18,481,478

491,080

19,311

441,888,155

(453,403,462)

(11,701,995)

31,076,396

\$

\$

(205,999)

\$

2013

\$

\$

\$

December 31,

2012

7,777,718

11,570,489

5,098,241

3,492,067

27,938,515

2,141,923

1,979,320

73,199

32,987

32,165,944

12,264,490

3,556,688

5,361,810

9,502,939

2,968,348

33,654,275

16,824,736

477,159

8,019

366,053,627

(384,645,873)

(18,790,226)

32,165,944

(205,999)

Company Contact:Investor Contact:Marty StammerTodd Kehrli / Jim ByersChief Financial OfficerMKR Group, Inc.314-678-6155323-468-2300

Assets

Current assets:

Inventories

Total current assets

Intangible assets, net

Other assets

Total assets

Current liabilities:

Warrants

Other liabilities

Accounts payable

Accrued liabilities

Total current liabilities

Deferred contract revenue

Long-term receivables

Property and equipment, net

Cash and cash equivalents

2013 and 2012, respectively

Prepaid expenses and other current assets

Liabilities and stockholders' equity (deficit)

Current maturities of long-term debt

Long-term debt, less current maturities

Preferred stock, par value \$0.001; 10,000,000 shares authorized, none

Common stock, par value \$0.001; 300,000,000 shares authorized, 19,311,390 and 8,018,615 shares issued at 2013 and 2012, respectively

Long-term deferred contract revenue

Stockholders' equity (deficit):

Additional paid-in capital

Total stockholders' equity (deficit)

Accumulated deficit

Treasury stock, 4,015 shares at 2013 and 2012

Total liabilities and stockholders' equity (deficit)

outstanding at 2013 and 2012

STEREOTAXIS, INC. BALANCE SHEETS (Unaudited)

BALANCE SHEET
(Unaudited)

Accounts receivable, net of allowance of \$383,077 and \$640,183 in

stxs@mkr-group.com

STEREOTAXIS, INC. STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended Dec 31,				Twelve Months Ended Dec 31,			
	 2013	_	2012	_	2013	_	2012	
Revenue								
System Disposables, service and accessories	\$ 2,742,292 6,325,734	\$	5,590,346 6,614,563	\$	12,743,218 25,287,863	\$	19,672,983 26,889,451	
Total revenue	 9,068,026	_	12,204,909	_	38,031,081	_	46,562,434	
Cost of revenue								
System	1,738,947		2,957,383		6,870,954		9,905,528	
Disposables, service and accessories	1,098,197		1,314,942		4,130,347		4,875,527	
Total cost of revenue	2,837,144		4,272,325		11,001,301		14,781,055	
Gross margin	6,230,882		7,932,584		27,029,780		31,781,379	
Operating expenses:								
Research and development	1,358,468		1,479,158		5,672,058		8,405,086	
Sales and marketing	3,918,565		4,289,088		17,132,093		20,607,999	
General and administration	3,377,987		3,044,739		13,066,103		13,394,556	
Total operating expenses	8,655,020		8,812,985		35,870,254		42,407,641	
Operating loss	(2,424,138)		(880,401)		(8,840,474)		(10,626,262)	
Other income (expense)	(689,038)		(1,414,341)		(47,349,378)		8,265,507	
Interest income	1,827		2,008		5,800		7,361	
Interest expense	 (850,859)	_	(2,023,927)		(12,573,537)	_	(6,885,033)	
Net loss	\$ (3,962,208)	\$	(4,316,661)	\$	(68,757,589)	\$	(9,238,427)	
Net loss per common share:								
-	\$ (0.23)	\$	(0.55)	\$	(5.95)	\$	(1.33)	
	\$ (0.23)	\$	(0.55)	\$	(5.95)	\$	(1.33)	
Weighted average shares used in computing net loss per								
common share:								
Basic State	17,235,096		7,819,563		11,554,566		6,944,928	
Diluted	17,235,096		7,819,563		11,554,566		6,944,928	

Stereotaxis Signs Distribution Agreement for Niobe® Technology in Japan

ST. LOUIS, MO, February 25, 2014 – Stereotaxis, Inc. (NASDAQ: STXS) announced today that it has entered into a definitive agreement with Medix Japan, Inc. and Hokushin Medical Co. Ltd. to distribute its *Niobe*® Magnetic Navigation System for cardiac ablations in Japan. The agreement ensures sales and marketing coverage for Stereotaxis in an electrophysiology (EP) market performing approximately 47,000 procedures each year and expected to grow at an annual rate of 10% through 2018. Japan also represents one of the largest medical device markets globally, second to the U.S.

"We are very pleased to have the assistance of Medix Japan and Hokushin Medical in bringing our expertise with automated, remote navigation solutions to the Japanese EP community," said William C. Mills, Stereotaxis Chief Executive Officer. "With an aging population and increasing rate of arrhythmias and other cardiac conditions, we can offer EP physicians in Japan greater possibilities in the treatment of their complex cases and make a difference in patient quality of life. We are confident that these two companies, both experts in product promotion with deep understanding of the Japanese medical device industry and strong entrepreneurial spirit, will enthusiastically support our vision in a vital new market."

Founded in 1987, Hokushin Medical Co. Ltd. is based in Kobe, Japan. The Company's core business is in marketing, distributing and servicing cardiovascular products. Hokushin Medical is one of the largest distributors of EP products in Japan, with extensive hospital relationships. Since 1975, Medix Japan, Inc., based in Fukuoka, Japan, has been importing and selling medical devices and pharmaceuticals in Japan. The Company has significant regulatory and quality management expertise required to handle highly regulated medical products. Medix Japan's parent company, Kamachi Group, is a diversified conglomerate with approximately \$100 billion in annual sales, which also owns and operates 17 hospitals.

Under the agreement, Hokushin Medical will market, sell and distribute the *Niobe* system and disposable devices to Japanese customers, as well as provide customer training and clinical support. Medix Japan will lead the completion of the post marketing surveillance project as required by Japan's Pharmaceuticals and Medical Devices Agency. Furthermore, Medix Japan will be charged with securing market authorization of Stereotaxis' $Vdrive^{TM}$ Robotic Navigation System and Odyssey® Information Management Solution in the coming months, in order to offer the advantages of the full $Epoch^{TM}$ Solution to the Japanese market.

"Hospitals and physicians in Japan are eager for new technologies that deliver safer, simpler and less invasive patient therapies," said Mitsunori Furukawa, Chief Executive Officer of Hokushin Medical. "We are passionate about the Stereotaxis product suite and excited to collaborate with Medix Japan in representing the Stereotaxis brand to elevate the level of arrhythmia care in Japan."

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Company Contact:Investor Contact:Marty StammerTodd Kehrli / Jim ByersChief Financial OfficerMKR Group, Inc.

323-468-2300

stxs@mkr-group.com