
**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): June 19, 2018

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))

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

Emerging growth company

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

Item 1.01 Entry into a Material Agreement

On June 19, 2018, Stereotaxis, Inc. (the “Company”) entered into that certain Eighth Amendment to Development Alliance and Supply Agreement (the “Agreement”) with Biosense Webster, Inc. (“Biosense Webster”), which amends the terms of certain agreements between the Company and Biosense Webster.

The Agreement extends the term of Biosense Webster’s worldwide distribution rights for existing magnetically-navigated catheters and the associated royalty due to the Company on a non-exclusive basis through December 31, 2022. In addition, the Agreement provides clarification that certain rights of exclusivity for both parties expired on December 31, 2015, and that the development of future versions of compatible CARTO systems would be subject to mutual agreement between the Company and Biosense Webster.

A copy of the agreement is being filed as Exhibit 10.1 hereto, and the statements contained therein are incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

On June 25, 2018, the Company issued a press release (the “Press Release”) announcing the Agreement with Biosense Webster. A copy of the Press Release is being furnished as Exhibit 99.1 hereto, and the statements contained therein are incorporated by reference herein.

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

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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 10.1 [Eighth Amendment to Development Alliance and Supply Agreement](#)
- 99.1 [Stereotaxis, Inc. Press Release dated June 25, 2018.](#)

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: June 25, 2018

By: /s/ Martin C. Stammer

Name: Martin C. Stammer

Title: Chief Financial Officer

EIGHTH AMENDMENT TO
DEVELOPMENT ALLIANCE AND SUPPLY AGREEMENT

This Eighth Amendment (“Amendment”) is made effective as of the date of the last signature below, between Biosense Webster, Inc. (“Biosense”) with an address at 33 Technology Drive, Irvine, California 92618 and Stereotaxis, Inc. (“Stereotaxis”) with an address at 4320 Forest Park Avenue, St. Louis, Missouri 63108.

WHEREAS, the parties have previously entered into the Development Alliance and Supply Agreement, effective May 7, 2002 (as amended, the “Amended Agreement”);

WHEREAS, the parties desire to amend the Amended Agreement to extend the term.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. Article II.A. (Existing Daughter Products) in the Sixth Amendment shall be amended and restated as follows:

“Subject to the terms and conditions of the Amended Agreement, Biosense’s rights to Distribute worldwide the Existing Daughter Products on an exclusive basis are hereby extended through December 31, 2015 and thereafter on a nonexclusive basis through December 31, 2022.”

2. Article II.B. (Japan) in the Sixth Amendment shall be amended and restated as follows:

“Notwithstanding Section II.A. above, Biosense’s exclusive rights to Distribute each of the Existing Daughter Products in Japan will be extended to the later of December 31, 2017 or five years after the date of approval of the applicable Existing Daughter Product for sale in Japan, and the non-exclusive rights to Distribute each of the Existing Daughter Products in Japan will be extended through December 31, 2022.”

3. For the avoidance of doubt, the Parties acknowledge that (i) the Compatible CARTO System, as referenced in Section 3.2.2.1 of the Amended Agreement, has been completed and that any additional iterations of Compatible CARTO Systems would be subject to mutual agreement of the Parties and documented in a purchase order and (ii) the exclusivity set forth in Sections 2.3.1 and 2.3.2 expired on December 31, 2015.
4. Unless otherwise defined in this Amendment, all capitalized terms in this Amendment will have the definitions afforded them in the Agreement.

5. Except as set forth in this Amendment, the agreement is unaffected and shall continue in full force and effect in accordance with its terms. If there is a conflict between this Amendment and the Agreement or any earlier amendment, the terms of this Amendment will prevail.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives.

BIOSENSE WEBSTER, INC.

STEREOTAXIS, INC.

By: /s/ Biren Mehta

By: /s/ David Fischel

Name: Biren Mehta

Name: David Fischel

Title: VP, Business Development

Title: CEO

Date: 6/19/2018

Date: 6/15/2018



Stereotaxis and Johnson & Johnson's Biosense Webster Extend Development Alliance and Supply Agreement

ST. LOUIS, MO, June 25, 2018 – Stereotaxis, Inc. (OTCQX: STXS), the global leader in innovative robotic technologies for the treatment of cardiac arrhythmias, announced today that it has entered into an amendment to the long-term Development Alliance and Supply Agreement with Johnson & Johnson's Biosense Webster, Inc. The amendment ensures the continued global availability of Biosense Webster's family of commercially-available magnetic ablation catheters, and extends the existing arrangement under which Stereotaxis receives a royalty on the sale of those catheters, through December 31, 2022. The agreement does not modify the current non-exclusive nature of the collaboration.

"We appreciate the long-term collaboration with Biosense and look forward to continuing to provide the benefits of our joint technologies to patients and physicians in electrophysiology," commented David Fischel, Chairman and CEO of Stereotaxis.

Biosense Webster manufactures and supplies the electrophysiology community with four magnetic cardiac ablation catheters designed to be navigated with Stereotaxis' robotic technology: NAVISTAR® RMT THERMOCOOL®, NAVISTAR® RMT, CELSIUS® RMT THERMOCOOL®, and CELSIUS® RMT.

About Stereotaxis

Stereotaxis is the global leader in innovative robotic technologies designed to enhance the treatment of arrhythmias and perform endovascular procedures. Its mission is the discovery, development and delivery of robotic systems, instruments, and information solutions for the interventional laboratory. These innovations help physicians provide unsurpassed patient care with robotic precision and safety, improved lab efficiency and productivity, and enhanced integration of procedural information. Over 100 issued patents support the Stereotaxis platform. The core components of Stereotaxis' systems have received regulatory clearance in the United States, European Union, Japan, Canada, China, and elsewhere. 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, or to obtain additional financing, in either case 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 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.

Company Contacts:

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Chairman and Chief Executive Officer

Martin C. Stammer
Chief Financial Officer

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