
**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): November 3, 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))
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Item 2.02 Results of Operations and Financial Condition

On November 3, 2015, Stereotaxis, Inc. (the “Company”) issued a press release (the “Earnings Press Release”) setting forth its financial results for the third quarter of fiscal year 2015. 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.

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 and Exhibit 99.1 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 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Stereotaxis, Inc. Earnings Press Release dated November 3, 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: November 3, 2015

By: /s/ Karen Witte Duros

Name: Karen Witte Duros

Title: Sr. Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Stereotaxis, Inc. Earnings Press Release dated November 3, 2015



Stereotaxis Reports 2015 Third Quarter Financial Results

- Total Quarterly Revenue Increased 5% Year over Year on Improved System and Recurring Revenues-
- Total Revenue for First Nine Months Increased 13% Year over Year to \$28.5 Million-
- System Revenue for First Nine Months Increased 76% Year over Year to \$8.2 Million-
- Operating Loss Decreased 23% Year over Year and 29% for the First Nine-Month Period-
- Third Niobe® ES System Shipment to Japan-
- New System Automation Features Released-
- Conference Call Today at 4:30 p.m. Eastern Time-

ST. LOUIS, MO, November 3, 2015—Stereotaxis, Inc. (NASDAQ: STXS), a global leader in innovative technologies for the treatment of cardiac arrhythmias, today reported financial results for the third quarter ended September 30, 2015.

“Our year-over-year revenue gains reflect increased Niobe® ES system sales and strong recurring revenue,” said William C. Mills, Stereotaxis Chief Executive Officer. “During the quarter, we recognized revenue on two new *Niobe* ES systems, including our third system shipment to Japan and our first to the Canadian province of Quebec. We also reduced operating loss by 23% in the third quarter and by 29% for the nine-month period compared to last year.

“Our ongoing marketing strategies in Japan are fueling excitement among high-profile physicians on the benefits of bringing Stereotaxis technologies to their patients, and we look forward to engaging with them and others in the region at the Asia Pacific Heart Rhythm Society Scientific Sessions later this month. We also are increasing interest worldwide in our technologies through enhanced automation features and growing clinical evidence of improved outcomes with our remote navigation suite in the setting of ventricular tachycardia (VT) compared to traditional approaches.

“As we continue to focus on optimizing patient outcomes and expanding adoption of our cutting-edge solutions, we are encouraged by our progress in building a commercial base in Japan, translating the clinical value of our system into a greater share of the VT market, and introducing new innovations that exceed customer expectations and support our vision of fully automated procedures,” Mr. Mills concluded.

Third Quarter 2015 Financial Results

Revenue for the third quarter of 2015 totaled \$9.3 million, a 5% increase from \$8.9 million in the prior year third quarter and a 4% decline from \$9.7 million in the second quarter 2015. System revenue was \$2.3 million, up 5% from \$2.2 million in the prior year quarter and down 26% sequentially from \$3.1 million in the second quarter. During the third quarter, the Company recognized revenue of \$1.7 million on two *Niobe* ES systems and \$0.5 million in *Odyssey*® solution sales. Recurring revenue was \$7.0 million in the third quarter on strong service contract revenue, compared to \$6.7 million in the prior year quarter and \$6.6 million in the second quarter. Total procedures declined 6% year over year.

The Company generated new capital orders of \$3.1 million on two *Niobe* ES system orders, seven *Odyssey* solution orders and one Vdrive® system, compared to \$1.5 million in the prior year third quarter and \$1.6 million in the second quarter. Ending capital backlog for the 2015 third quarter was \$3.6 million.

Gross margin in the quarter was \$6.8 million, or 73.6% of revenue, versus \$6.5 million, or 73.6% of revenue, in the third quarter of 2014 and \$6.7 million, or 69.5% of revenue, in the second quarter of 2015. Operating expenses in the third quarter were \$7.7 million, unchanged from the prior year quarter and a sequential decrease from \$8.4 million in the second quarter.

Operating loss in the third quarter was \$(0.9) million, a 23% improvement over \$(1.2) million in the prior year third quarter and a 47% improvement from \$(1.7) million in the second quarter. Interest expense was \$0.8 million in all three quarters.

Net loss for the 2015 third quarter was \$(1.0) million, or \$(0.05) per share, compared to net income of less than \$0.1 million, or \$0.00 per share, reported in the third quarter of 2014. Excluding mark-to-market warrant revaluation, the Company would have reported a net loss of \$(1.7) million, or \$(0.08) per share, for the 2015 third quarter, compared to a net loss of \$(2.0) million, or \$(0.10) per share, for the 2014 third quarter. The weighted average diluted shares outstanding for the third quarters of 2015 and 2014 totaled 21.1 million and 20.5 million, respectively.

Cash burn was less than \$0.1 million, compared to \$2.3 million in the year ago quarter and \$0.9 million in the second quarter.

Nine-Month Financial Results

Revenue for the first nine months of 2015 was \$28.5 million, up 13% compared to \$25.3 million in the first nine months of 2014. System revenue was \$8.2 million, a 76% increase compared to \$4.7 million in the prior year period. Recurring revenue was \$20.2 million, compared to \$20.6 million in the prior year period. Procedures were down 2% from the same period last year.

Gross margin was \$20.4 million, or 71.8% of revenue, compared to \$19.3 million, or 76.5% of revenue, in the first nine months of the prior year. Operating expenses were \$24.5 million, a 2% decrease from \$25 million in the same period of 2014. Operating loss was \$(4.0) million, a 29% improvement, compared to \$(5.7) million in the first nine months of 2014.

Interest expense was \$2.5 million in both the first nine months of 2015 and 2014.

Net loss was \$(5.7) million for the first nine months of 2015, or \$(0.27) per share, a 6% improvement compared to \$(6.1) million, or \$(0.31) per share, for the comparable period in 2014. Excluding mark-to-market warrant revaluation, the year-to-date 2015 net loss would have been \$(6.5) million, or \$(0.31) per share, compared to \$(8.2) million, or \$(0.41) per share, in 2014.

At September 30, 2015, Stereotaxis had cash and cash equivalents of \$3.6 million, unchanged from June 30, 2015, with unused borrowing capacity of \$5.8 million on its revolving line of credit with Silicon Valley Bank. During the quarter, the Company raised \$0.3 million through its Controlled Equity Offering. Proceeds from the Company's recent warrants offering, which grossed \$0.3 million, will be recognized in the fourth quarter. Cash burn for the first nine months of 2015 was \$4.3 million compared to \$7.8 million in the first nine months of 2014. At September 30, 2015, total debt was \$18.3 million related to HealthCare Royalty Partners long-term debt.

Conference Call and Webcast

Stereotaxis will host a conference call and webcast today, November 3, 2015, at 4:30 p.m. Eastern Time, to discuss third quarter results. To access the conference call, dial 877-876-9175 (United States and Canada) or 1-785-424-1668 (International) and give the participant pass code 884437. 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 integration of procedural information. Stereotaxis' core Epoch® Solution includes the Niobe® magnetic navigation system, the Odyssey® portfolio of lab optimization, networking and patient information management solutions, 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.

Company Contact:
Martin C. Stammer
Chief Financial Officer
314-678-6155

Investor Contact:
Todd Kehrl / Jim Byers
MKR Group, Inc.
323-468-2300
stxs@mkr-group.com

STEREOTAXIS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue				
Systems	\$ 2,298,608	\$ 2,181,088	\$ 8,222,722	\$ 4,669,224
Disposables, service and accessories	6,976,006	6,673,013	20,247,169	20,587,084
Total revenue	<u>9,274,614</u>	<u>8,854,101</u>	<u>28,469,891</u>	<u>25,256,308</u>
Cost of revenue				
Systems	1,286,849	1,318,456	4,536,391	2,958,668
Disposables, service and accessories	1,159,547	1,019,476	3,483,906	2,983,111
Total cost of revenue	<u>2,446,396</u>	<u>2,337,932</u>	<u>8,020,297</u>	<u>5,941,779</u>
Gross margin	6,828,218	6,516,169	20,449,594	19,314,529
Operating expenses:				
Research and development	1,494,201	1,214,405	4,399,734	4,030,594
Sales and marketing	3,691,805	3,717,670	11,976,955	11,445,089
General and administrative	2,549,690	2,763,667	8,116,989	9,537,043
Total operating expenses	<u>7,735,696</u>	<u>7,695,742</u>	<u>24,493,678</u>	<u>25,012,726</u>
Operating loss	(907,478)	(1,179,573)	(4,044,084)	(5,698,197)
Other income	725,356	2,034,731	832,148	2,139,718
Interest income	267	1,736	1,622	5,665
Interest expense	(815,071)	(834,224)	(2,460,881)	(2,505,842)
Net income (loss)	<u>\$ (996,926)</u>	<u>\$ 22,670</u>	<u>\$ (5,671,195)</u>	<u>\$ (6,058,656)</u>
Net earnings (loss) per common share:				
Basic	\$ (0.05)	\$ 0.00	\$ (0.27)	\$ (0.31)
Diluted	\$ (0.05)	\$ 0.00	\$ (0.27)	\$ (0.31)
Weighted average shares used in computing net earnings (loss) per common share:				
Basic	21,142,795	20,326,169	20,965,012	19,767,545
Diluted	<u>21,142,795</u>	<u>20,518,757</u>	<u>20,965,012</u>	<u>19,767,545</u>

STEREOTAXIS, INC.
BALANCE SHEETS

	September 30, 2015	December 31, 2014
	<u>(Unaudited)</u>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,618,469	\$ 7,270,301
Accounts receivable, net of allowance of \$113,963 and \$131,464 in 2015 and 2014, respectively	6,598,667	6,480,499
Inventories	5,132,532	6,371,903
Prepaid expenses and other current assets	760,745	1,094,837
Total current assets	<u>16,110,413</u>	<u>21,217,540</u>
Property and equipment, net	1,076,692	894,728
Intangible assets, net	1,154,778	1,379,653
Other assets	294,900	388,850
Total assets	<u>\$ 18,636,783</u>	<u>\$ 23,880,771</u>
Liabilities and stockholders' deficit		
Current liabilities:		
Accounts payable	\$ 2,323,086	\$ 2,353,133
Accrued liabilities	6,042,517	5,505,142
Deferred revenue	6,447,824	6,658,170
Warrants	1,302,039	2,134,187
Total current liabilities	<u>16,115,466</u>	<u>16,650,632</u>
Long-term debt, less current maturities	18,283,492	18,388,764
Long-term deferred revenue	812,070	976,165
Other liabilities	5,589	414,928
Stockholders' deficit:		
Preferred stock, par value \$0.001; 10,000,000 shares authorized, none outstanding at 2015 and 2014	—	—
Common stock, par value \$0.001; 300,000,000 shares authorized, 21,271,844 and 20,480,874 shares issued at 2015 and 2014, respectively	21,272	20,481
Additional paid-in capital	447,881,991	446,241,703
Treasury stock, 4,015 shares at 2015 and 2014	(205,999)	(205,999)
Accumulated deficit	<u>(464,277,098)</u>	<u>(458,605,903)</u>
Total stockholders' deficit	<u>(16,579,834)</u>	<u>(12,549,718)</u>
Total liabilities and stockholders' deficit	<u>\$ 18,636,783</u>	<u>\$ 23,880,771</u>