

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K/A**

Amendment No. 1

(MARK ONE)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934**

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
COMMISSION FILE NUMBER 001-36159

**STEREOTAXIS, INC.**

(Exact name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**94-3120386**  
(I.R.S. Employer  
Identification Number)

**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)

**Securities registered pursuant to Section 12(b) of the Act: Common Stock, \$.001 Par Value**  
**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter (based on the closing sales prices on the NASDAQ Global Market on June 30, 2013) was approximately \$6.8 million.

The number of outstanding shares of the registrant's common stock on February 28, 2014 was 19,308,125.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Registrant's 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

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## EXPLANATORY NOTE

Stereotaxis, Inc. (“we” or the “Company”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the “Original Form 10-K Filing”), which was originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 27, 2014, solely to include as an exhibit the consent of the Company’s independent registered public accounting firm, Ernst & Young LLP (which the Company had obtained as of the date of the Original Form 10-K Filing but was inadvertently not filed as an exhibit thereto), and new certifications by our principal executive officer and principal financial officer as required by Item 15 of Part IV.

Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the Original Form 10-K Filing or modify or update any of the other disclosures contained therein in any way other than as required to reflect the amendments referred to above. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K Filing and the Company’s other filings with the SEC.

**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 thereunto duly authorized.

**STEREOTAXIS, INC.**  
(Registrant)

Date: May 2, 2014

By:                   /s/ WILLIAM C. MILLS III  
**William C. Mills III**  
**Chief Executive Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WILLIAM C. MILLS III</u> <b>William C. Mills III</b>	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)	May 2, 2014
<u>/s/ MARTIN C. STAMMER</u> <b>Martin C. Stammer</b>	Chief Financial Officer (principal financial officer and principal accounting officer)	May 2, 2014
<u>                  *</u> <b>David W. Benfer</b>	Director	May 2, 2014
<u>                  *</u> <b>Joseph D. Keegan</b>	Director	May 2, 2014
<u>                  *</u> <b>Fred A. Middleton</b>	Director	May 2, 2014
<u>                  *</u> <b>Robert J. Messey</b>	Director	May 2, 2014
<u>                  *</u> <b>Eric N. Prystowsky</b>	Director	May 2, 2014
<u>                  *</u> <b>Euan S. Thomson</b>	Director	May 2, 2014

\*By:                   /s/ WILLIAM C. MILLS III  
**William C. Mills III**  
**Attorney-in-fact**

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
23	Consent of Independent Registered Public Accounting Firm.
31.1	Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Executive Officer).
31.2	Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Financial Officer).

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements and the related prospectuses:

- (1) Registration Statement (Form S-8 No. 333-161079) of Stereotaxis, Inc. pertaining to the Stereotaxis, Inc. 2002 Stock Incentive Plan and the Stereotaxis, Inc. 2009 Employee Stock Purchase Plan
- (2) Registration Statement (Form S-8 No. 333-186124) of Stereotaxis, Inc. pertaining to the Stereotaxis, Inc. 2012 Stock Incentive Plan
- (3) Registration Statement (Form S-3 No. 333-192606) of Stereotaxis, Inc. pertaining to the registration of up to \$75 million of the Stereotaxis, Inc.'s common stock, preferred stock, debt securities, warrants, and/or units

of our report dated March 27, 2014, with respect to the financial statements and schedule of Stereotaxis, Inc., included in the Annual Report (Form 10-K) for the year ended December 31, 2013.

/s/ Ernst & Young LLP

St. Louis, Missouri  
May 2, 2014

Certification of Principal Executive Officer

I, William C. Mills III, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of Stereotaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 2, 2014

/s/ William C. Mills III

William C. Mills III

Chief Executive Officer

Stereotaxis, Inc.

(Principal Executive Officer)

## Certification of Principal Financial Officer

I, Martin C. Stammer, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of Stereotaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 2, 2014

/s/ Martin C. Stammer

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Martin C. Stammer  
Chief Financial Officer  
Stereotaxis, Inc.  
(Principal Financial Officer)