

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

FORM 10-Q/A

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

For the quarterly period ended June 30, 2013.

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: 000-50884

STEREOTAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of
Incorporation)

94-3120386
(I.R.S. employer
identification no.)

4320 Forest Park Avenue Suite 100
St. Louis, Missouri
(Address of principal executive offices)

63108
(Zip Code)

Registrant's telephone number, including area code: (314) 678-6100

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 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 Registration S-T (§232.405 of this chapter) 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 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 (Do not check if a smaller reporting company) Smaller reporting company

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

The number of outstanding shares of the registrant's common stock on August 9, 2013 was 14,636,422.

EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A constitutes Amendment No. 1 to the Quarterly Report on Form 10-Q filed by Stereotaxis, Inc. (the "Company") originally filed with the Securities and Exchange Commission (the "SEC") on August 14, 2013, for the period ended June 30, 2013. This Amendment No. 1 is being filed solely for the purpose of adding disclosures in Part II, Item 2 and Item 5, the summary of certain unregistered sales of equity securities which occurred subsequent to the end of the period covered by the originally filed Quarterly Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

As disclosed in "Note 14 – Subsequent Events" to the Company's financial statements, subsequent to the end of the period covered by this report, on August 7, 2013, holders of all of the Company's convertible subordinated notes exchanged the balance of their unconverted convertible notes for, among other consideration, additional warrants (the "Exchange Warrants") to purchase 2.5 million shares, having an exercise price of \$3.361 per share. On August 8, 2013, certain former holders of the convertible notes exercised Exchange Warrants to purchase an aggregate of 1,372,358 shares of common stock in cashless net exercises as provided for in the Exchange Warrants, which resulted in the issuance to such funds of an aggregate of 841,575 shares of common stock. As a result, there were no net proceeds to the Company. The Company is relying on the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended, based on representations to the Company made by the warrant holders.

In addition, on August 7, 2013, venture funds affiliated with Sanderling Ventures exercised warrants to purchase an aggregate of 262,450 shares of common stock in cashless net exercises as provided for in the warrants, which resulted in the issuance to such funds of an aggregate of 183,478 shares of common stock; 75,758 warrants had an exercise price of \$1.98 per share, 156,204 warrants had an exercise price of \$3.361 per share and 30,488 warrants had an exercise price of \$4.10 per share. The warrants, which were issued by the Company in private placements in 2012 and 2013 in connection with the extension of previously disclosed guarantees, were converted pursuant to the cashless exercise provisions set forth in the warrants. As a result, there were no net proceeds to the Company. The Company is relying on the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended, based on representations to the Company made by the warrant holders. The resale by the warrant holders of 122,527 shares of common stock issued to such holders pursuant to the exercise of certain warrants described in this paragraph has been previously registered with the Securities Exchange Commission.

The aggregate shares issued as described above are included in the shares outstanding on the cover page of the Quarterly Report on Form 10-Q originally filed on August 14, 2013.

ITEM 5. OTHER INFORMATION

The information under Part II, Item 2 is incorporated by reference to this Item 5.

STEREOTAXIS, INC.

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: August 19, 2013

By: _____ /s/ Martin C. Stammer

Martin C. Stammer,
Chief Financial Officer