

**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): January 26, 2006

STEREOTAXIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50884

(Commission File Number)

94-3120386

(IRS Employer Identification No.)

4320 Forest Park Avenue, St. Louis, Missouri

(Address of Principal Executive Offices)

63108

(Zip Code)

(314) 678-6100

(Registrant's Telephone Number, Including Area Code)

4041 Forest Park Avenue, St. Louis, Missouri 63108

(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))

Item 8.01. Other Events

On January 27, 2006, Stereotaxis, Inc. (the "Company") issued a press release announcing that it had priced the public offering of 5,000,000 shares of its common stock at a price of \$12.00 per share, resulting in gross proceeds to the Company of approximately \$60.0 million, subject to the deduction of transaction-related fees, commissions and expenses.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

A copy of this press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Stereotaxis, Inc. Press Release dated January 27, 2006.

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: January 27, 2006

By: /s/ James M. Stolze

Name: James M. Stolze

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
99.1	Stereotaxis, Inc. Press Release dated January 27, 2006.



Digital Solutions for Interventional Medicine

Contacts:

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Stereotaxis Announces Pricing of Common Stock Offering

St Louis, MO, January 27, 2006 – Stereotaxis, Inc. (NASDAQ: STXS) today announced that the Company has priced an offering of 5,000,000 shares of its common stock at a price of \$12.00 per share, resulting in gross proceeds to the Company of approximately \$60.0 million, subject to the deduction of transaction-related fees, commissions and expenses. Deutsche Bank Securities Inc. acted as lead managing underwriter in the transaction, and A.G. Edwards & Sons, Inc. and HSBC Securities (USA) Inc. acted as co-managers. The transaction is expected to close February 1, 2006, subject to satisfaction of customary closing conditions.

The offering is being made pursuant to an effective shelf registration statement that Stereotaxis previously filed with the Securities and Exchange Commission. This press release does not and shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction. Any offer will be made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. Copies of the final prospectus supplement and base prospectus can be obtained from Deutsche Bank Securities Inc., 60 Wall Street, New York, NY 10005.

About Stereotaxis

Stereotaxis designs, manufactures and markets an advanced cardiology instrument control system for use in a hospital's interventional surgical suite to enhance the treatment of coronary artery disease and arrhythmias. The Stereotaxis System is designed to allow physicians to navigate catheters and guidewires through the blood vessels and chambers of the heart to treatment sites. This is achieved using computer-controlled, externally applied magnetic fields that govern the motion of the working tip of the catheter or guidewire. Core components of the Stereotaxis System have received regulatory clearance in the U.S. and Europe.