

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): September 3, 2004

STEREOTAXIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50884

94-3120386

(Commission File Number)

(IRS Employer Identification No.)

4041 Forest Park Avenue, St. Louis, Missouri

63108

(Address of Principal Executive Offices)

(Zip Code)

(314) 615-6940

(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))

Item 8.01. Other Events.

On September 3, 2004, Stereotaxis, Inc. issued a press release announcing that the underwriters had exercised their option to purchase additional shares of the company's common stock granted in connection with an offering registered by the company with the SEC under a registration statement on Form S-1. A copy of that press release is included as Exhibit 99.1 to this report and is incorporated by reference into this item.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired.

Not applicable.

- (b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

99.1 Press Release dated September 3, 2004.

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: September 3, 2004

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 September 3, 2004



Digital Solutions for Interventional Medicine

FOR IMMEDIATE RELEASE**Contacts:**

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**STEREOTAXIS ANNOUNCES UNDERWRITERS' EXERCISE
OF OPTIONAL SHARES**

ST. LOUIS, MO, September 3, 2004 — Stereotaxis, Inc. (Nasdaq: STXS) announced today that the underwriters for the recently completed initial public offering of Stereotaxis have exercised their option to purchase an additional 462,352 shares of Stereotaxis common stock. All of the optional shares were sold by Stereotaxis. After giving effect to the sale of the optional shares, a total of 5,962,352 shares of common stock were publicly offered and sold by Stereotaxis at a price to the public of \$8.00 per share. Goldman, Sachs & Co. acted as sole book-runner and co-lead manager with Bear, Stearns & Co. Inc. Deutsche Bank Securities and A.G. Edwards served as co-managers.

Copies of the final prospectus relating to Stereotaxis' initial public offering may be obtained from Goldman, Sachs & Co.'s Prospectus Department at 85 Broad Street, New York, New York, 10004, by telephone at 212-902-1171 or by faxing a request to 212-902-9316.

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, guidewires and stent delivery devices 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, guidewire or stent delivery device. All core components of the Stereotaxis System have received regulatory approval in the U.S. and Europe.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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