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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**AMENDMENT NO. 2 to  
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**STEREOTAXIS, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, Par Value \$0.001 Per Share  
Stock Appreciation Rights Relating to Common Stock, Par Value \$0.001 Per Share**  
(Title of Class of Securities)

**85916J102**

(CUSIP Number of Class of Securities underlying Common Stock)

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**Michael P. Kaminski  
President and Chief Executive Officer  
Stereotaxis, Inc.  
4320 Forest Park Avenue  
Suite 100  
St. Louis, Missouri 63108  
(314) 678-6100**

(Name, address, and telephone numbers of person authorized to receive  
notices and communications on behalf of filing persons)

*Copy to:*

**Joseph D. Lehrer, Esq.  
Greensfelder, Hemker & Gale, P.C.  
10 South Broadway, Suite 2000  
St. Louis, Missouri 63102**

**CALCULATION OF FILING FEE**

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**Transaction Valuation\***  
**\$564,528**

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**Amount of Filing Fee\*\***  
**\$31.50**

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\* Estimated solely for purposes of calculating the amount of the filing fee. This amount assumes that both options to purchase common stock and stock appreciation rights relating to an aggregate of 975,121 shares of common stock of Stereotaxis, Inc., par value \$0.001 per share ("Common Stock"), having an aggregate value of \$564,528 will be exchanged pursuant to this offer. The aggregate value is estimated based upon the Black-Scholes option pricing model as of August 10, 2009. The Transaction Valuation set forth above was calculated for the sole purpose of determining the Amount of Filing Fee and should not be used for any other purpose.

\*\* The amount of the filing fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$55.80 for each \$1,000,000 of the aggregate transaction valuation.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$31.50  
Form or Registration No.: 005-80451

Filing Party: Stereotaxis, Inc.  
Date Filed: August 17, 2009

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 Issuer tender offer subject to Rule 13e-4.  
 Going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

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### **Explanatory Note**

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission ("SEC") on August 17, 2009, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on September 1, 2009.

This Amendment is filed to amend and restate only the item of the Schedule TO included below, and unaffected items and exhibits are not included herein. Except as expressly amended by this Amendment, the Schedule TO remains unchanged.

#### **ITEM 12. EXHIBITS.**

See Index of Exhibits below.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**STEREOTAXIS, INC.**

By: /s/ James M. Stolze  
James M. Stolze, Vice President and  
Chief Financial Officer

Dated: September 11, 2009

## INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(i)*	Offer to Exchange Certain Stock Options and Stock Appreciation Rights, dated August 17, 2009.
(a)(1)(ii)*	Form of email accompanying distribution of the Exchange Offer.
(a)(1)(iii)*	Form of Election Form for participation in the Exchange Offer.
(a)(1)(iv)*	Slide presentation explaining the Exchange Offer
(a)(1)(v)*	Form of email reminding Eligible Employees of the Exchange Offer, to be delivered on or about September 7, 2009.
(a)(1)(vi)*	Frequently Asked Questions Concerning the Exchange Offer.
(a)(1)(vii)*	Form of Replacement Incentive Stock Option Grant Agreement
(a)(1)(viii)*	Form of Replacement Non-Qualified Stock Option Grant Agreement
(a)(1)(ix)*	Form of Replacement Stock Appreciation Right Grant Agreement
(a)(1)(x)	Stereotaxis, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission (the "SEC") on March 13, 2009, as amended by the certain Current Report on Form 8-K, filed with the SEC on August 6, 2009, and incorporated herein by reference.
(a)(1)(xi)	Stereotaxis, Inc. Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, filed with the SEC on May 11, 2009, as amended by that certain Amendment No. 1 to Form 10-Q filed on July 2, 2009, and incorporated herein by reference.
(a)(1)(xii)	Stereotaxis, Inc. Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009, filed with the SEC on August 7, 2009, and incorporated herein by reference.
(a)(1)(xiii)	Notification to employees concerning possible update of Eligible Awards and exchange ratios on Exchange Date
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)	Definitive Proxy Statement on Schedule 14A for Stereotaxis, Inc.'s Annual Meeting of Stockholders held on June 10, 2009, filed with the SEC on April 23, 2009, and incorporated herein by reference.
(b)	Not Applicable
(d)	Stereotaxis, Inc. 2002 Stock Incentive Plan, as amended and restated effective June 10, 2009 is hereby incorporated by reference to Exhibit E of Stereotaxis, Inc.'s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 23, 2009.
(g)	Not Applicable.
(h)	Not Applicable.

\* Previously filed as an exhibit to the Schedule TO.

Dear Employees:

As you are aware, the Company filed Amendment 1 to Schedule TO with the SEC on September 1, 2009. In this filing, the Company stated the following:

*Communication of Exchange Ratios.* All references in the Offer to Exchange that Schedule A sets forth an estimate of the exchange ratio resulting at different hypothetical closing prices of our stock on Nasdaq on the grant date, including without limitation in Question 4 of the *Summary Term Sheet – Questions and Answers* and in *This Offer* Section 8 (“Source and Amount of Consideration; Terms of Replacement Awards”), are revised to state further that if the closing price of our stock on Nasdaq on the grant date is not within the range of prices set forth on Schedule A, the Company will promptly after the close of market on the Grant Date and prior to the Expiration Time deliver to Eligible Employees a statement of the exchange ratios applicable to all Eligible Awards based on such closing price.

Essentially, what this means to you is that if our stock price closes above \$4.00 per share on the closing date of the offering, we will distribute to you an updated statement detailing whether or not a particular award is eligible for exchange (determined from the closing price) and if so, at what exchange ratio. This statement will be distributed via email by Sarah Kamp on Monday, September 14, 2009 following the market close.

The statement to be provided will be for informational purposes only and **you need not do anything with this information unless you have not previously submitted an Election Form and now wish to submit an Election Form or wish to change a previously submitted Election Form.**

As previously communicated, the exchange offer is scheduled to close at **11:59 p.m. local St. Louis time on Monday, September 14, 2009.** Election Forms must be submitted prior to such time to Sarah Kamp by (i) hand delivery, (ii) facsimile to (314) 678-6119 or (iii) by email to [sarah.kamp@stereotaxis.com](mailto:sarah.kamp@stereotaxis.com).

*Note: Concepts and terms used herein are further described and defined in the Offer to Exchange Certain Outstanding Stock Options and Stock Appreciation Rights referred to herein as the “Exchange Offer”. Please read the Exchange Offer in its entirety.*