
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): 07/10/2012

Stereotaxis, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-50884

Delaware
(State or other jurisdiction of
incorporation)

94-3120386
(IRS Employer
Identification No.)

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)

(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:

- 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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 10, 2012, Stereotaxis, Inc. (the "Company") filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (the "Amendment"), to implement a one-for-ten reverse split of its common stock, par value \$0.001 (the "Reverse Split"). The ratio for the Reverse Split was determined by the Board of Directors of the Company pursuant to the approval of the stockholders at the Company's special meeting of stockholders held on July 10, 2012, authorizing the Board to effect a reverse split within a range of one-for-four to one-for-ten shares of the Company's common stock. The Reverse Split was effective as of July 10, 2012, and the Company's common stock will begin trading on the NASDAQ Global Market on a post-split basis on July 11, 2012.

As a result of the Reverse Split, each ten shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.001 per share. The Reverse Split will affect all issued and outstanding shares of the Company's common stock, as well as common stock underlying stock options, stock appreciation rights, restricted stock units, warrants and convertible debentures outstanding immediately prior to the effectiveness of the Reverse Split. The Reverse Split will reduce the number of shares of the Company's common stock currently outstanding from approximately 78 million to approximately 7.8 million. In addition, the Amendment increased the number of authorized shares of the Company's common stock from 100 million to 300 million. The Reverse Split did not alter the par value of the Company's common stock or modify any voting rights or other terms of the common stock.

A copy of the Amendment, as filed with the Secretary of State of the State of Delaware on July 10, 2012, is attached hereto as Exhibit 3.1. On July 10, 2012, the Company issued a press release announcing the Reverse Split. A copy of the press release is attached hereto as Exhibit 99.1.

Item 5.07. Submission of Matters to a Vote of Security Holders

On July 10, 2012, the Company held a Special Meeting of Stockholders at which stockholders were asked to consider and act upon proposals to approve:

- (1) an increase in the authorized number of shares of our common stock from 100,000,000 to 300,000,000;
- (2) an amendment to the Company's Certificate of Incorporation effecting a reverse stock split of the Company's common stock, \$0.001 par value per share;
- (3) the issuance of shares upon conversion or exercise of convertible debentures and warrants convertible and exercisable into more than 20% of our common stock outstanding issued at a discount to the greater of book or market value under applicable Nasdaq rules; and
- (4) the exercise of warrants exercisable into more than 20% of our common stock outstanding, which would result in a "change of control" of the Company under applicable Nasdaq listing rules.

The votes for, withheld, against, abstentions, and broker non-votes, where applicable, for each matter are set out below.

1. A proposal to approve an increase in the authorized number of shares of our common stock from 100,000,000 to 300,000,000:

Number of Votes For:	48,543,461
Number of Votes Against:	2,073,298
Number of Votes Abstain:	124,777
Number of Non-Votes:	--

2. A proposal to approve an amendment to the Company's Certificate of Incorporation effecting a reverse stock split of the Company's common stock, \$0.001 par value per share:

Number of Votes For:	47,572,623
Number of Votes Against:	3,057,368
Number of Votes Abstain:	111,545
Number of Non-Votes:	-

3. A proposal to approve the issuance of shares upon conversion or exercise of convertible debentures and warrants convertible and exercisable into more than 20% of our common stock outstanding issued at a discount to the greater of book or market value under applicable Nasdaq rules:

Number of Votes For:	48,379,108
Number of Votes Against:	2,142,414
Number of Votes Abstain:	220,014
Number of Non-Votes:	-

4. A proposal to approve the exercise of warrants exercisable into more than 20% of our common stock outstanding, which would result in a "change of control" of the Company under applicable Nasdaq listing rules:

Number of Votes For:	48,506,311
Number of Votes Against:	2,042,549
Number of Votes Abstain:	192,676
Number of Votes For:	-

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits.

- 3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation.

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: July 10, 2012

By: /s/ Karen Witte Duros

Karen Witte Duros
Sr. Vice President, General Counsel

EXHIBIT INDEX

Exhibit No.	Description
EX-3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation.
EX-99.1	Stereotaxis, Inc., Press Release dated July 10, 2012.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF STEREOTAXIS, INC.

A Delaware Corporation

Stereotaxis, Inc., a corporation organized and existing under the laws of the State of Delaware

(“Corporation”), hereby certifies that:

1. The name of this Corporation is Stereotaxis, Inc.
2. Pursuant to Section 242 of the Delaware General Corporation Law, this Certificate of Amendment hereby amends

Article IV of the Certificate of Incorporation by deleting Section 1 thereof in its entirety and replacing it with the following:

“1. **Authorized Stock.** The total number of shares which the Corporation is authorized to issue is 310,000,000 shares as follows: 300,000,000 shares of common stock, each having a par value of one-tenth of one cent (\$0.001) (the “Common Stock”) and 10,000,000 shares of preferred stock, each having a par value of one-tenth of one cent (\$0.001) (the “Preferred Stock”).

Upon this Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (“Effective Time”), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as, and shall be combined and changed into, a smaller number of shares such that each four to ten shares of issued Common Stock immediately prior to the Effective Time shall be reclassified into and become one share of Common Stock, the exact reverse split ratio within such four-to-ten range to be determined by the Board of Directors of the Corporation and publicly announced by the Corporation prior to the Effective Time. Notwithstanding the foregoing, no fractional shares shall be issued and, in lieu thereof, and upon surrender after the Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification, following the Effective Time, shall be entitled to receive cash for such holder’s fractional share based upon the average of the closing prices of the Common Stock on The Nasdaq Global Market for the five trading days immediately preceding the date the reverse stock is effective. From and after the Effective Time, certificates representing Common Stock outstanding immediately prior to the Effective Time shall represent the number of whole shares of Common Stock into which the Common Stock shall have been reclassified pursuant to the foregoing provisions, provided, however, that any dividends or other distributions that may be declared after the Effective Time with respect to the number of post-reverse split shares of Common Stock represented by that certificate will be withheld by the Corporation until that certificate has been properly presented for exchange, at which time all such withheld dividends that have not yet been paid to a public official pursuant to relevant abandoned property or escheat laws will be paid to the holder thereof or the holder’s designee, without interest.”

IN WITNESS WHEREOF, Stereotaxis, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by Karen Witte Duros, its Senior Vice President, General Counsel & Secretary, this 10th day of July, 2012.

Stereotaxis, Inc.

By: /s/ Karen Witte Duros
Karen Witte Duros
Senior Vice President, General Counsel & Secretary

Stereotaxis Announces 1-for-10 Reverse Stock Split

ST. LOUIS, MO, July 10, 2012— Stereotaxis, Inc. (NASDAQ: STXS) announced that at a Special Meeting of Stockholders held today, the Company's stockholders approved an amendment to the Company's Certificate of Incorporation to effect a reverse split of the Company's common stock, \$0.001 par value per share, and authorized the Company's Board of Directors to determine the ratio (within a range of 1-for-4 to 1-for-10) and the effective date of the reverse stock split. The reverse stock split proposal was approved by a vote of, over 60% of the outstanding shares, and of the shares represented at the meeting, nearly 94% voted in favor of the proposal.

The Board of Directors determined to fix the ratio for the reverse stock split at 1-for-10, with an effective date to be July 10, 2012 and trading on a post-reverse split-adjusted basis on the NASDAQ Global Market to begin as of the opening of trading on July 11, 2012. The purpose of the reverse split is to raise the per share trading price of Stereotaxis' common stock to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on The Nasdaq Global Market. However, there can be no assurance this desired effect will occur or be maintained.

The common stock will continue to be reported on the Nasdaq Global Market under the symbol "STXS" (although Nasdaq will likely add the letter "D" to the end of the trading symbol for a period of 20 trading days to indicate that the reverse stock split has occurred). The common stock will have a new CUSIP number upon the reverse stock split becoming effective.

Upon the effectiveness of the reverse stock split, each 10 shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.001 per share. The reverse stock split will affect all issued and outstanding shares of the Company's common stock, as well as common stock underlying stock options, stock appreciation rights, restricted stock units, warrants and convertible debentures outstanding immediately prior to the effectiveness of the reverse stock split. The reverse stock split will reduce the number of shares of the Company's common stock currently outstanding from approximately 78 million to approximately 7.8 million. In addition, the number of authorized shares of the Company's common stock was increased from 100 million to 300 million.

No fractional shares will be issued in connection with the reverse split. Stockholders who would otherwise hold a fractional share of the Company's common stock will receive a cash payment in lieu of such fractional share based on the average closing price of the common stock on the Nasdaq Global Market for the five trading days prior to the effective date of the reverse stock split.

Stockholders with shares held in book-entry form or through a bank, broker or other nominee are not required to take any action and will see the impact of the reverse stock split reflected in their accounts after July 11, 2012. Beneficial holders may contact their bank, broker or nominee for more information. Stockholders with shares held in certificate form may exchange their stock certificates for book-entry shares representing the shares of common stock resulting from the reverse stock split. Shortly after July 11, 2012, such stockholders will receive a Letter of Transmittal and instructions for exchanging their certificates from the Company's exchange agent, Broadridge Corporate Issuer Solutions, Inc.

Additional information about the reverse stock split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on June 8, 2012, a copy of which is available at www.sec.gov or at www.stereotaxis.com under the SEC Filings tab located on the Investors page.

About Stereotaxis

Stereotaxis is a healthcare technology and innovation leader in the development of robotic cardiology instrument navigation systems designed to enhance the treatment of arrhythmias and coronary disease, as well as information management solutions for the interventional lab. With over 100 patents for use in a hospital's interventional surgical suite, Stereotaxis helps physicians around the world provide unsurpassed patient care with robotic precision and safety, improved lab efficiency and productivity, and enhanced collaboration of life-saving information. Stereotaxis' core technologies are the Niobe[®] ES Remote Magnetic Navigation system, the Odyssey[™] portfolio of lab optimization, networking and patient information management systems and the Vdrive[™] Robotic Mechanical Navigation system and consumables.

The core components of Stereotaxis systems have received regulatory clearance in the U.S., Europe, Canada and elsewhere; the V-Loop[™] circular catheter manipulator is currently under regulatory review by the U.S. Food and Drug Administration. For more information, please visit www.stereotaxis.com and www.odysseeyexperience.com.

This press release includes statements that may constitute "forward-looking" statements, usually containing the words "believe," "estimate," "project," "expect" or similar expressions. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, our continued access to capital and financial resources on a timely basis and on terms that are acceptable, continued acceptance of the Company's products in the marketplace, the effect of global economic conditions on the ability and willingness of customers to purchase our systems and the timing of such purchases, the outcome of various shareholder litigation recently filed against us, competitive factors, changes resulting from the recently enacted healthcare reform in the U.S., including changes in government reimbursement procedures, dependence upon third-party vendors, timing of regulatory approvals, and other risks discussed in the Company's periodic and other filings with the Securities and Exchange

Commission. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release. There can be no assurance that the Company will recognize revenue related to its purchase orders and other commitments in any particular period or at all because some of these purchase orders and other commitments are subject to contingencies that are outside of the Company's control. In addition, these orders and commitments may be revised, modified, delayed or canceled, either by their express terms, as a result of negotiations, or by overall project changes or delays.

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