

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)

February 7, 2007

**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, Suite 100, St. Louis, Missouri

(Address of Principal Executive Offices)

63108

(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 (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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

At its regular meeting on February 7, 2007, the Board of Directors of Stereotaxis, Inc. (the "Company"), pursuant to the Company's bylaws, elected Dr. Eric N. Prystowsky as a Class I member of the Board of Directors to fill the vacancy on the Board.

Prior to his becoming a member of the Company's Board of Directors, the Company entered into a consulting agreement with Dr. Prystowsky in February 2004. The agreement was amended in July 2005 and provides that Dr. Prystowsky will serve as Chairman of the Company's Electrophysiology Scientific Advisory Board and as a member of the Company's Scientific Advisory Board. Additionally, Dr. Prystowsky agreed to (1) advise the Company in matters related to magnetic navigation systems, devices and therapies, (2) make presentations at conferences and seminars on the Company's behalf, and (3) educate and train physicians regarding the Company's technology. In consideration for his consulting and advisory board services, Dr. Prystowsky is entitled to receive a total cash stipend of \$75,000 per year. Dr. Prystowsky also receives an annual stipend of \$40,000 for the educational services he provides the Company. If Dr. Prystowsky provides more than 50 hours of educational services in a year he will receive an hourly fee of \$800 for the additional hours, up to a maximum of \$100,000 total fees for his educational services.

On February 7, 2007, in connection with his appointment to the Board of Directors, Dr. Prystowsky received an option to purchase 15,000 shares of the Company's common stock at an exercise price of \$10.24 per share. The option vests over a two-year period, with half vesting after one year and the remainder vesting monthly thereafter. The options expire on February 7, 2017.

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release dated February 9, 2007, attached hereto as Exhibit 99.1 and incorporated herein by reference, providing further biographical information for Dr. Prystowsky. The description of the press release contained herein is qualified in its entirety by the full text of such exhibit.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated February 9, 2007.

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**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: February 9, 2007

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

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Document</u>
99.1	Stereotaxis, Inc. press release dated February 9, 2007



Digital Solutions for Interventional Medicine

**FOR IMMEDIATE RELEASE****Contacts:**

Stereotaxis, Inc.  
314-678-6105  
Jim Stolze, Chief Financial Officer  
[jstolze@stereotaxis.com](mailto:jstolze@stereotaxis.com)

Noonan Russo  
Matthew Haines (Investors)  
212-845-4269  
[Matthew.Haines@eurorscg.com](mailto:Matthew.Haines@eurorscg.com)

Benjamin Carmichael (Media)  
212-845-4242  
[Benjamin.carmichael@europscg.com](mailto:Benjamin.carmichael@europscg.com)

**STEREOTAXIS APPOINTS DR. ERIC PRYSTOWSKY TO BOARD OF DIRECTORS**

**ST. LOUIS, MO, February 9, 2006** - Stereotaxis, Inc. (Nasdaq: STXS) announced today the appointment of Eric N. Prystowsky, MD, FACC, FAHA, FHRS, to the Company's Board of Directors.

Dr. Prystowsky is the Director of the Clinical Electrophysiology Laboratory at St. Vincent Hospital in Indianapolis, Indiana and Consulting Professor of Medicine at Duke University Medical Center. He has a 30-year record of major accomplishments in the field of Cardiac Electrophysiology including authorship of over 625 articles and abstracts and co-authorship of two of the major textbooks in the field of cardiac arrhythmias. Dr. Prystowsky currently chairs the American Board of Internal Medicine's testing writing committee for the Electrophysiology Board Certification examination. He also serves as Editor-in-Chief of the Journal of Cardiovascular Electrophysiology, the highest rated journal in this field today. Past leadership roles include chairmanship of the American Heart Association's Committee on Electrocardiography and Electrophysiology and Presidency of the Heart Rhythm Society.

Dr. Prystowsky serves as a member of the Board of Directors of CardioNet, a privately held cardiac rhythm services company. He is also a premier educator, having trained over 70 practicing and academic Electrophysiologists and continues to speak at major cardiology conferences. Dr. Prystowsky is currently helping to develop international clinical practice guidelines to advance arrhythmia care.

"I realized the value of Stereotaxis a few years ago when investigating various technologies to meet the clinical needs at our hospital," said Dr. Prystowsky. "We chose to get the Stereotaxis system because of its unique ability to integrate electroanatomic information with precise device control, enabling the delivery of curative therapy for a variety of complex arrhythmias. Direct experience with the system has taught me that the advantages of Stereotaxis go well beyond facilitating difficult ablations. This system provides an unmatched safety benefit for patients and physicians, including a reduction in radiation exposure during procedures. I am glad to join the

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Board because I believe doing electrophysiologic procedures with Stereotaxis is the wave of the future, happening now, and I hope to be able to have a part in its continued development."

"We are pleased to welcome Dr. Prystowsky to our Board," said Fred A. Middleton, Chairman of Stereotaxis' Board of Directors. "Having one of the preeminent cardiologists of our time as a member of the Board will be of great benefit in helping us achieve our goal of establishing the Stereotaxis System as the standard of care for cardiac electrophysiology."

**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. All core components of the Stereotaxis System have received regulatory clearance in the U.S., Canada, and Europe.

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, continued acceptance of the Company's products in the marketplace, competitive factors, changes in government reimbursement procedures, dependence upon third-party vendors, and other risks discussed in the Company's periodic 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.

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