
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): 05/07/2012

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))
-

Item 7.01. Regulation FD Disclosure

On May 7, 2012, the Company issued a press release (the "Press Release") announcing a common stock and warrant PIPE transaction of \$10 million and a subordinated convertible debt transaction of approximately \$8.5 million, and an anticipated amendment of its current credit facility with Silicon Valley Bank. A copy of the Press Release is being filed as Exhibit 99.1 hereto, and the statements contained therein are incorporated by reference herein.

The information furnished in this Item 7.01 (including the Press Release attached as Exhibit 99.1) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, this report (including the Press Release attached as Exhibit 99.1) shall not be deemed an admission as to the materiality of any information contained herein that is required to be disclosed solely as a requirement of this Item.

Forward-Looking Statements

Statements contained or incorporated by reference in this Current Report on Form 8-K describing, among other things, the Company's plan to seek shareholder authorization of a proposal enabling its board of directors, in its discretion, to effect a reverse stock split in a range to be determined by the board, the Company's intention to utilize such reverse stock split as a potential means to regain compliance with The Nasdaq Global Market minimum bid price requirement, its ability to successfully complete the closing under the PIPE and convertible debt transaction documents, and about its future operating results are "forward-looking statements" as defined by the SEC. Actual results and events may differ materially from those indicated in these forward-looking statements based on a number of factors, including actions of the SEC, Nasdaq and the Company's shareholders and the risks and uncertainties inherent in the Company's business, including those described in the Company's current and periodic reports filed with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K for the year ended December 31, 2011. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Company undertakes no obligation to update any forward-looking statement to reflect new information, events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits:
 - 99.1 Stereotaxis, Inc. Press Release dated May 7, 2012.

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: May 07, 2012

By: /s/ Karen Witte Duros

Karen Witte Duros
Sr. Vice President, General Counsel

EXHIBIT INDEX

Exhibit No.	Description
EX-99.1	Stereotaxis, Inc. Press Release dated May 7, 2012.

Stereotaxis Announces Definitive Agreements to Raise \$18.5 Million in Private Placement Financings

- Agreement to Extend Credit Facility with Silicon Valley Bank through March 2013 -

ST. LOUIS, MO, May 7, 2012— Stereotaxis, Inc. (NASDAQ: STXS) today announced it has entered into definitive agreements with select institutional investors to raise total gross proceeds of approximately \$18.5 million in two financing transactions. The Company also announced an amendment to its credit agreement with Silicon Valley Bank (SVB), including extending its revolving credit facility to March 31, 2013.

In a private offering of common stock, Stereotaxis will raise \$10 million through the issuance of approximately 21.7 million shares of common stock and 6-year warrants to purchase approximately 21.7 million additional shares of common stock at an exercise price of \$0.3361 per share. In addition, the Company announced a private placement of approximately \$8.5 million of unsecured, subordinated, convertible promissory debentures (the "Debentures") which will be convertible into shares of common stock at a price of \$0.3361 per share at all times following the date the Company is required to receive shareholder approval of the transactions. In connection with the sales of the Debentures, the Company is also issuing 6-year warrants to purchase common stock equal to 100% of the shares underlying the Debentures or approximately 25.2 million shares of common stock at an exercise price of \$0.3361 per share.

The Debentures bear interest at 8% per year and mature on May 7, 2014. The Company will be required to make interest payments in shares of common stock, subject to a shareholder vote to increase the number of shares authorized for issuance or a reverse stock split as well as the completion of an effective registration statement. The Company may force conversion of the Debentures under certain circumstances.

Net proceeds from these financings will be used to repay \$7 million of the revolving credit facility guaranteed by Alafi Capital ("Alafi") and Sanderling Venture Partners ("Sanderling"), for working capital, and for general corporate purposes. The closing of the transactions is subject to standard and customary closing conditions.

Stereotaxis expects to amend its credit agreement with Silicon Valley Bank to extend its revolving credit facility to March 31, 2013, effective upon the closing of the financing transactions. The revolving line of credit will be decreased from \$20 million to \$13 million after pay down of \$7 million of the guaranteed portion, but otherwise has similar terms and conditions to previous agreements with Silicon Valley Bank. Sanderling and Alafi have agreed to extend their guarantees for an aggregate of \$3 million of a portion of the Silicon Valley Bank revolving credit facility, in exchange for warrants to purchase up to an aggregate of 2.3 million shares of common stock each at an exercise price of \$0.3361 per share, which will only become effective on the closing of the transactions and effectiveness of the Silicon Valley Bank extension.

"With the support from new and existing investors, we have improved our financial position and are taking the necessary steps to strengthen our financial stability as we pursue our growth strategies," said Michael P. Kaminski, President and Chief Executive Officer of Stereotaxis. "We continue to

be encouraged by the positive early feedback and validation from physicians for the productivity enhancements of our new Epoch™ robotic navigation platform, and the momentum in Niobe® ES upgrade installations. The additional financial resources, together with our strategic initiatives to ensure successful commercialization of our Epoch platform as well as ongoing operating expense reduction initiatives, position us for improved operating performance and financial results beginning in 2012."

Oppenheimer & Co. Inc. served as sole placement agent for each of the financing transactions.

The securities offered in these financing transactions have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws. Accordingly, the securities may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws. Pursuant to the terms of a registration rights agreement entered into with the purchasers, the Company has agreed to file a registration statement with the Securities and Exchange Commission registering the resale of the shares of common stock sold in the offering, issuable upon conversion of the Debentures and issuable upon exercise of the warrants. Any offering of the Company's securities under the resale registration statement referred to above will be made only by means of a prospectus.

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

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.odysseyyexperience.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, including our ability to extend our current loan facility and to obtain additional capital through other financing arrangements, in each case 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.

Company Contact:
Sam Duggan
Chief Financial Officer
314-678-6007

Investor Contact:
EVC Group, Inc.
Gregory Gin / Robert Jones
646-445-4801 / 646-201-5447

Media Contact:
Frank Cheng
Senior Vice President,
Marketing & Business
Development
314-678-6111

###
