

Stereotaxis, Inc.  
Form 8-K  
May 16, 2014

**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): May 16, 2014**

**STEREOTAXIS, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36159**  
**(Commission**  
  
**File Number)**

**94-3120386**  
**(IRS Employer**  
  
**Identification No.)**

**4320 Forest Park Avenue, Suite 100, St. Louis,  
Missouri**

**63108**

**(Address of Principal Executive Offices)**

**(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 1.01. Entry into a Material Definitive Agreement.**

On May 16, 2014, Stereotaxis, Inc. (the Company ) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement (the Sales Agreement ) with Cantor Fitzgerald & Co. ( Cantor ), as sales agent, pursuant to which the Company may offer and sell, from time to time, through Cantor shares of its common stock, par value \$0.001 per share, having an aggregate offering price of up to \$18.0 million.

The Company is not obligated to sell any shares under the Sales Agreement. Subject to the terms and conditions of the Sales Agreement, Cantor will use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The NASDAQ Capital Market to sell shares from time to time based upon the Company's instructions, including any price, time or size limits specified by the Company. Under the Sales Agreement, Cantor may sell shares by any method deemed to be an at-the-market offering as defined in Rule 415 under the U.S. Securities Act of 1933, as amended, or any other method permitted by law, including in privately negotiated transactions. Cantor's obligations to sell shares under the Sales Agreement are subject to satisfaction of certain conditions, including customary closing conditions for transactions of this nature. The Company will pay Cantor a commission of 3.0% of the aggregate gross proceeds from each sale of shares and has agreed to provide Cantor with customary indemnification and contribution rights. Sales of shares of common stock under the Sales Agreement will be made pursuant to the registration statement on Form S-3 (File No. 333-192606), which was declared effective by the U.S. Securities and Exchange Commission (the SEC ) on December 11, 2013, and a related Prospectus Supplement filed with the SEC on May 16, 2014.

The foregoing summary of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, which is filed herewith as Exhibit 1.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares under the Sales Agreement, nor shall there be any sale of such shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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

**(d) Exhibits**

- 1.1 Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated May 16, 2014, by and between Stereotaxis, Inc. and Cantor Fitzgerald & Co.
- 5.1 Opinion of Bryan Cave LLP
- 23.1 Consent of Bryan Cave LLP (included in Exhibit 5.1)

**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 16, 2014

By: /s/ Karen Witte Duros  
Name: Karen Witte Duros  
Title: Sr. Vice President, General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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5.1	Opinion of Bryan Cave LLP
23.1	Consent of Bryan Cave LLP (included in Exhibit 5.1)