

Stereotaxis, Inc.  
Form 8-K  
October 04, 2011

**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): September 30, 2011**

**STEREOTAXIS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

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

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**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 1.01. Entry into a Material Definite Agreement.**

On September 30, 2011, Stereotaxis, Inc. (the Company) entered into a Fourth Loan Modification Agreement (the Agreement) with Silicon Valley Bank (the Bank) to amend the terms of that certain Loan and Security Agreement, dated March 11, 2009, as amended by a certain First Loan Modification Agreement, dated as of December 15, 2009, and as further amended by a certain Second Loan Modification Agreement, dated as of December 17, 2010, and as further amended by a certain Third Loan Modification Agreement, dated as of June 29, 2011, by and between the Company and the Bank (the Original Agreement). The following describes the material modifications to the Original Agreement effected by the Agreement.

Pursuant to the Agreement, the Bank waived the minimum tangible net worth financial covenant contained in the Original Agreement for the compliance period ended September 30, 2011. The Agreement also reduces the availability amount of all credit extensions under the Original Agreement, other than the term loan, from \$30 million to \$20 million, and modifies the interest rate applicable to the term loan under the Original Agreement from the Bank's prime rate plus 3.50% to the Bank's prime rate plus 5.50%. The Agreement provides for a new financial covenant that, on or before November 30, 2011, the Company will receive net proceeds in an amount equal to or greater than \$10 million from the sale and/or exclusive licensing of certain assets of the Company with the prior written consent of the Bank; the issuance by the Company of additional subordinated debt; and/or the issuance of additional equity of the Company.

On September 30, 2011, the Company and a wholly-owned subsidiary of the Company (the Subsidiary) also entered into a Export-Import Bank Third Loan Modification Agreement (the Ex-Im Agreement) with the Bank to amend the terms of that certain Export-Import Bank Loan and Security Agreement, dated March 11, 2009, as amended by a certain Export-Import Bank First Loan Modification Agreement, dated as of December 15, 2009, and as further amended by a certain Export-Import Second Loan Modification Agreement, dated as of December 17, 2010, by and among the Bank, the Company and the Subsidiary (the Original Ex-Im Agreement). The Ex-Im Agreement modifies the Original Ex-Im Agreement to reflect the reduction in the availability amount, as described above.

A copy of the Agreement is being filed as Exhibit 10.1 hereto, and a copy of the Ex-Im Agreement is being filed as Exhibit 10.2 hereto, and the information contained therein is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

- 10.1 Fourth Loan Modification Agreement (Domestic), by and among Silicon Valley Bank, Stereotaxis, Inc., and Stereotaxis International, Inc., dated September 30, 2011.
- 10.2 Export-Import Bank Third Loan Modification Agreement, by and among Silicon Valley Bank, Stereotaxis, Inc., and Stereotaxis International, Inc., dated September 30, 2011.

**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: October 3, 2011

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

**EXHIBIT INDEX**

**Exhibit**

**No. Description**

**Ex-10.1 FOURTH LOAN MODIFICATION AGREEMENT (DOMESTIC)**

**Ex-10.2 EXPORT-IMPORT BANK THIRD LOAN MODIFICATION AGREEMENT**