

Stereotaxis, Inc.  
Form 8-K  
January 27, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 26, 2006

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**STEREOTAXIS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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Delaware

(State or Other Jurisdiction of Incorporation)

**000-50884**  
(Commission File Number)

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

4320 Forest Park Avenue, St. Louis, Missouri

63108

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(Address of Principal Executive Offices)

(Zip Code)

**(314) 678-6100**

**(Registrant's Telephone Number, Including Area Code)**

**4041 Forest Park Avenue, St. Louis, Missouri 63108**

**(Former Name or Former Address, if Changed Since Last Report)**

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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))
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**Item 8.01. Other Events**

On January 27, 2006, Stereotaxis, Inc. (the Company ) issued a press release announcing that it had priced the public offering of 5,000,000 shares of its common stock at a price of \$12.00 per share, resulting in gross proceeds to the Company of approximately \$60.0 million, subject to the deduction of transaction-related fees, commissions and expenses.

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

A copy of this press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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

(d) Exhibits.

99.1 Stereotaxis, Inc. Press Release dated January 27, 2006.

**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: January 27, 2006

By:           /s/ James M. Stolze          

Name: James M. Stolze

Title: Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Document</u>
99.1	Stereotaxis, Inc. Press Release dated January 27, 2006.