

Stereotaxis, Inc.
Form 424B5
September 28, 2015

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Registration Statement No. 333-192606

PROSPECTUS SUPPLEMENT NO. 2

(To Prospectus dated December 11, 2013,

as supplemented by Prospectus Supplement

dated September 4, 2015)

**Transferable Subscription Warrants to Purchase up to 5,755,775 Shares
of Common Stock at \$1.10 per Share
and the Shares Issuable pursuant to such Subscription Warrants**

This prospectus supplement no. 2 amends our prospectus dated December 11, 2013, as supplemented by prospectus supplement no. 1, dated September 4, 2015, relating to our previously announced subscription warrants offering for our stockholders and certain of our warrant holders to purchase up to an aggregate of 5,755,775 shares of our common stock. As previously announced, we declared the record date for determination of stockholders eligible to participate in the warrants offering as September 9, 2015 at 5:00 p.m. New York City time, at which time, each holder was issued, at no charge, one subscription warrant for every four common shares held, entitling the holder to purchase one share of common stock at a price of \$1.10 per share.

The warrants offering was originally scheduled to expire on Wednesday, September 30, 2015, and on Monday, September 28, 2015, we filed with the Securities and Exchange Commission a Current Report on Form 8-K to announce that we had extended the warrants offering by two days in order to better ensure that our stockholders who hold shares in brokerage accounts receive the offering materials and have time to act on them. The subscription warrants will now be exercisable until 5:00 p.m. New York City time on Friday, October 2, 2015.

We are filing this prospectus supplement no. 2 to update and supplement the information included or incorporated by reference in the prospectus supplement dated September 4, 2015, with the information contained in Item 8.01 of such Form 8-K. The text of Item 8.01 of such Form 8-K and press release filed as Exhibit 99.1 to such Form 8-K and incorporated by reference into Item 8.01 of such Form 8-K are reproduced below and are made a part of this prospectus supplement no. 2.

This prospectus supplement no. 2 should be read in conjunction with the prospectus supplement no. 1 dated September 4, 2015 and the prospectus and registration statement dated December 11, 2013, of which this prospectus supplement no. 2 forms a part. To the extent there is a discrepancy between the information in this prospectus supplement no. 2 and the information in the prospectus or prospectus supplement no. 1, the information contained herein supersedes and replaces such conflicting information.

Investing in our common shares involves risk. See Risk Factors beginning on page S-15 of prospectus supplement no. 1.

The date of this prospectus supplement is September 28, 2015.

From Stereotaxis, Inc. Current Report on Form 8-K, dated September 28, 2015:

Item 8.01. Other Events.

On September 28, 2015, Stereotaxis, Inc. issued a press release regarding the extension of the expiration date for its previously announced warrants offering from September 30, 2015 to October 2, 2015 in order to better ensure that its stockholders who hold shares in brokerage accounts receive the offering materials and have time to act on them. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Exhibit 99.1: Press Release of Stereotaxis, Inc., dated September 28, 2015:

Stereotaxis Extends Warrants Offering Subscription Period

Company CEO and CFO fully exercise subscription warrants

ST. LOUIS, MO, Sept. 28, 2015 Stereotaxis, Inc. (NASDAQ: STXS), a global leader in innovative technologies for the treatment of cardiac arrhythmias, today announced it is extending its registered offering of subscription warrants to the holders of common shares, as described in its prospectus supplement filed with the Securities and Exchange Commission (SEC) on September 4, 2015 (the Prospectus). The warrants offering was originally scheduled to expire on Wednesday, September 30, 2015 and the Company is extending the warrants offering by two days in order to better ensure that its stockholders who hold shares in brokerage accounts receive the offering materials and have time to act on them. The subscription warrants will now be exercisable until 5:00 p.m. New York City time on Friday, October 2, 2015.

As previously announced, the Company is conducting a registered offering of subscription warrants to the holders of its common shares, which functions similarly to a rights offering. The Company declared the record date for determination of stockholders eligible to participate as September 9, 2015 at 5:00 p.m. New York City time, at which time, each holder was issued, at no charge, one subscription warrant for every four common shares held, entitling the holder to purchase one share of common stock at a price of \$1.10 per share. As previously reported on Form 4 filings made with the SEC on September 24, 2015, Stereotaxis CEO William Mills and CFO Martin Stammer have fully exercised their allotted subscription warrants to purchase Stereotaxis common shares.

The warrants commenced being listed on the NASDAQ Capital Market under the symbol STXSW on September 14, 2015 and will continue through the new expiration date of October 2, 2015. In addition to being able to purchase their pro rata portion of the shares offered, based on their ownership as of the record date of the warrants offering, Stereotaxis stockholders who exercise all of their warrants may subscribe to purchase additional common shares pursuant to an over-subscription privilege, subject to certain limitations and subject to allotment, as described in the Prospectus. No fractional subscription warrants will be distributed and no fractional shares will be issued, pursuant to the warrants offering. Any fractional warrants issuable, pursuant to the warrants offering, resulting from the number of shares owned as of the record date or fractional shares issuable, pursuant to the over-subscription, resulting from prorrations or other limitations, will be eliminated by rounding down to the nearest whole warrant or whole share.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any offer, solicitation, or sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful, prior to the registration or qualification of the securities under the securities law of such state or jurisdiction. A shelf registration statement on Form S-3, pursuant to which the warrants are being issued, was filed with the SEC on November 27, 2013 and declared effective on December 11, 2013. The warrants offering is being made only by means of the Prospectus together with a base prospectus filed with the registration statement. Copies of the Prospectus and base prospectus, which contain further details regarding the warrants offering, will be provided to all stockholders, as of the record date.

Holders of Stereotaxis shares who hold their shares in street name at a brokerage firm, bank or similar organization, like the vast majority of Stereotaxis stockholders, may direct any questions about the warrants offering to the broker or bank at the number identified in the offering materials mailed to the holders. Stockholders who hold their shares directly may contact the warrants agent, Broadridge Corporate Issuer Solutions, Inc. at (855) 300-4994.

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. Over 100 issued patents support the Stereotaxis platform, which helps physicians around the world provide unsurpassed patient care with robotic precision and safety, improved lab efficiency and productivity, and enhanced integration of procedural information. Stereotaxis core *Epoch*® Solution includes the *Niobe*® ES remote magnetic navigation system, the *Odyssey*® portfolio of lab optimization, networking and patient information management systems, and the *Vdrive* robotic navigation system and consumables.

The core components of Stereotaxis systems have received regulatory clearance in the United States, European Union, Canada, China, Japan, and elsewhere. The V-Sono ICE catheter manipulator, V-Loop variable loop catheter manipulator, and V-CAS catheter advancement system have received clearance in the United States, Canada, and the European Union. For more information, please visit www.stereotaxis.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, the Company's ability to raise additional capital on a timely basis and on terms that are acceptable, its ability to continue to manage expenses and cash burn rate at sustainable levels, its ability to continue to work with lenders to extend, repay or refinance indebtedness on acceptable terms, 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 its systems and the timing of such purchases, competitive factors, changes resulting from the recently enacted healthcare reform in the United States, 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.

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