

Stereotaxis, Inc.
Form 8-K
January 23, 2012

**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): 01/20/2012

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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On January 20, 2012, the Nasdaq Stock Market ("Nasdaq") notified Stereotaxis, Inc. (the "Company"), that it no longer complies with Rule 5550-(a)-(2) (the "Minimum Bid Price Rule"), as the bid price of the Company's shares closed below the minimum \$1.00 per share for the 30 consecutive business days prior to the date of the letter. In accordance with Rule 5810-(c)-(3)-(A), the Company will be provided 180 calendar days, or until July 18, 2012, to regain compliance with the Minimum Bid Price Rule. The Company may regain compliance with the Minimum Bid Price Rule if the bid price of the Company's common stock ("Common Stock") closes at \$1.00 per share or more for a minimum of 10 consecutive business days at any time before July 18, 2012.

The Nasdaq letter further states that if compliance with the Minimum Bid Price Rule cannot be demonstrated by July 18, 2012 and, except for the bid price requirement, the Company meets all other initial listing standards for The Nasdaq Capital Market set forth in Marketplace Rule 5505, then the Company may be granted an additional 180 calendar day period in which to demonstrate compliance with the Minimum Bid Price Rule. If the Company does not regain compliance with the Minimum Bid Price Rule prior to July 18, 2012 and is not eligible for the additional compliance period, then Nasdaq will notify the Company that the Common Stock will be delisted. At that time, the Company may appeal Nasdaq's determination to delist the Common Stock.

The Company intends to actively monitor the bid price for its Common Stock between now and July 18, 2012, and consider available options if its Common Stock does not trade at a level likely to result in the Company regaining compliance with the Minimum Bid Price Rule by July 18, 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: January 23, 2012

By: /s/ Karen Witte Duros

Karen Witte Duros
Sr. Vice President, General Counsel