MOVADO GROUP INC
Form 4
April 04, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Quintero Perez Ricardo

(Last) (First) (Middle)

C/O MOVADO GROUP, INC.,, 650 FROM ROAD, SUITE 375

(Street)

PARAMUS, NJ 07652

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOVADO GROUP INC [MOV]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	(1)	03/31/2016		A		125.74		(2)	(2)	Common Stock	125.74

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quintero Perez Ricardo C/O MOVADO GROUP, INC., 650 FROM ROAD, SUITE 375 PARAMUS, NJ 07652			President	

Signatures

/s/ Mitchell C. Sussis, attorney-in-fact	04/04/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of phantom stock is the economic equivalent of one share of Movado Group, Inc. common stock.

(2) Phantom stock units acquired under issuer's Deferred Compensation Plan. Distributable in equal annual installments for 10 years following date of reporting person's termination of employment with issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ended September 30, 2013.

Recently Issued Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU or Update) 2013-02, Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income which adds new disclosure requirements for items reclassified out of accumulated other comprehensive income (AOCI). The update requires that the Company present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of AOCI based on its source and the income statement line items affected by the reclassification. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2012. As the Company has no items of other comprehensive income, the Company is not required to report accumulated other comprehensive income.

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-11, Disclosures about Offsetting Assets and Liabilities. The Update enhances the disclosure of offsetting assets and liabilities by requiring companies to disclose both the gross and net information about instruments and transactions eligible for offset as well as those subject to an agreement similar to master netting arrangements. This guidance is effective for the Company s interim and annual periods beginning January 1, 2013. The adoption of this pronouncement did not have an impact on the financial statements.

In June 2011, the FASB issued new accounting guidance related to the presentation of comprehensive income that increases comparability between U.S. GAAP and International Financial Reporting Standards (IFRS). This guidance eliminates the current option to report other comprehensive income (OCI) and its components in the statement of changes in stockholders equity and requires the presentation of a separate statement of comprehensive income. This guidance was effective for the Company s interim and annual periods beginning January 1, 2012. As the Company has no items of other comprehensive income, the Company is not required to report comprehensive income or other comprehensive income.

Table of Contents

3. Inventory

Inventory consists of the following:

	September 30, 2013	December 31, 2012
Raw materials	$ 2,897,716	$ 3,303,053
Work in process	432,759	65,546
Finished goods	1,528,411	1,802,281
Reserve for obsolescence	(120,854)	(72,639)
Total inventory	$ 4,738,032	$ 5,098,241

4. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following:

	September 30, 2013	December 31, 2012
Prepaid expenses	$ 252,793	$ 330,756
Deferred cost of revenue	147,000	527,725
Derivative asset		1,736
Deferred financing costs	694,630	1,590,916
Deposits	823,989	1,040,934
Total prepaid expenses and other current assets	$ 1,918,412	$ 3,492,067

Deferred cost of revenue represents the cost of systems for which title has transferred from the Company but for which revenue has not been recognized.

The derivative asset represents the fair value of a debt conversion feature that is part of the subordinated convertible debentures agreement. Refer to Notes 9 and 11 for discussion of the debentures and fair value measurement, respectively.

Table of Contents

5. Property and Equipment

Property and equipment consist of the following:

	September 30, 2013	December 31, 2012
Equipment	$ 8,671,623	$ 8,762,041
Equipment held for lease	303,412	303,412
Leasehold improvements	2,328,381	2,328,381
	11,303,416	11,393,834
Less: Accumulated depreciation	(9,884,096)	(9,251,911)
Net property and equipment	$ 1,419,320	$ 2,141,923

6. Intangible Assets

On June 4, 2010, the Company entered into an agreement to issue 45,000 shares of its common stock to a consultant (the Purchaser) in exchange for intellectual property rights related to the Company s products. The Company issued 20,000 shares upon execution of the agreement and has issued an aggregate of 25,000 shares in annual installments on the first three anniversaries of the agreement. There was no cash consideration paid for the securities. The securities were issued in consideration of the assignment to the Company of the Purchaser s rights in certain intellectual property, including patent applications, in all inventions and discoveries in the Company s business field (as defined in the agreement) that had been developed under various other agreements, which were terminated. The securities were sold by the Company in a private placement exempt from registration under Section 4(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. There were no underwriters or placement agents involved in the transaction.

As of September 30, 2013, the Company had total intangible assets, including those described above, of $3,665,000. Accumulated amortization at September 30, 2013, was $1,910,555.

7. Accrued Liabilities

Accrued liabilities consist of the following:

	September 30, 2013	December 31, 2012
Accrued salaries, bonus, and benefits	$ 2,715,907	$ 2,123,167
Accrued rent	1,494,539	1,095,641
Accrued warranties	546,079	653,473
Accrued interest	496,197	469,049
Accrued licenses and maintenance fees	340,696	323,901
Other	1,246,379	696,579

Total accrued liabilities	$ 6,839,797	$ 5,361,810

Our primary company facilities are located in St. Louis, Missouri where we lease approximately 65,000 square feet of office and 12,000 square feet of demonstration and assembly space. In the third quarter of 2013, the Company modified the existing lease agreement to terminate approximately 13,000 square feet of unimproved space. The costs associated with the termination were accrued as a rent liability. The remaining contractual obligation on the St. Louis facility is $9,380,545.

10

Table of Contents

8. Deferred Revenue

Deferred revenue consists of the following:

	September 30, 2013	December 31, 2012
Product shipped, revenue deferred	$ 1,570,771	$ 3,206,641
Customer deposits	420,723	558,227
Deferred service and license fees	5,700,984	6,215,230
	7,692,478	9,980,098
Less: Long-term deferred revenue	(293,047)	(477,159)
Total current deferred revenue	$ 7,399,431	$ 9,502,939

9. Long-Term Debt and Credit Facilities

Debt outstanding consists of the following:

	September 30, 2013		December 31, 2012	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Revolving line of credit, due March 2014	$ 3,000,000	$ 3,018,067	$ 7,253,017	$ 7,277,084
Term note, due December 2013			4,000,000	4,000,000
Healthcare Royalty Partners debt	18,484,883	18,484,883	16,248,075	16,248,075
Subordinated convertible debentures			1,588,134	1,588,134
Total debt	21,484,883	21,502,950	29,089,226	29,113,293
Less current maturities	(3,242,800)	(3,260,867)	(12,264,490)	(12,288,557)
Total long term debt	$ 18,242,083	$ 18,242,083	$ 16,824,736	$ 16,824,736

In accordance with general accounting principles for fair value measurement, the Company s debt and credit facilities were measured at fair value as of September 30, 2013 and December 31, 2012. Long-term debt fair value estimates are based on estimated borrowing rates to discount the cash flows to their present value (Level 3). The carrying amounts of the Subordinated Convertible Debentures are net of the respective unamortized debt discount as of December 31, 2012.

Table of Contents

Revolving line of credit

In September 2011, the Company amended its agreement with its primary lender. The amendment reduced the availability amount of all credit extensions, other than the term loan, from $30 million to $20 million, and modified the interest rate applicable to the term loan from the lender s prime rate plus 3.5% to the lender s prime rate plus 5.5%.

On November 30, 2011, the Company entered into a Second Amended and Restated Loan and Security Agreement with its primary lender (Amended Loan Agreement). Under the Amended Loan Agreement, the Company agreed to revised tangible net worth and liquidity ratio covenants. Further, certain intellectual property assets of the Company were added to the collateral which secures repayment of the loan. Finally, the Amended Loan Agreement permits the Company to repay Healthcare Royalty Partners II, L.P. (Healthcare Royalty Partners), formerly Cowen Healthcare Royalty Partners II, L.P. , with the royalties due to the Company under the Biosense Agreement (the Biosense Agreement), as described below.

On March 30, 2012, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from March 31, 2012 to April 30, 2012 and reduced the Company s borrowing availability by $3,333,333. The Company also received from stockholders, who at the time were affiliates of two members of our board of directors (the Lenders) and were considered to be related parties, an extension of their commitment to provide $10 million in loan guarantees until April 30, 2012. As a result of this extension, the Company issued the Lenders warrants to purchase 75,735 shares of common stock at $6.60 per share.

On May 1, 2012, the Company and its primary lender entered into an agreement in which the lender extended the maturity of the revolving line of credit from April 30, 2012 to May 15, 2012. The Company and the Lenders also agreed to amend their agreement to extend the $10 million loan guarantee through May 15, 2012. The Company granted warrants to purchase an aggregate of 60,976 shares of common stock at $4.10 per share in exchange for the extension of the guarantee.

On May 10, 2012, upon closing of financing transactions for gross proceeds of $18.5 million, the Company entered into the Third Loan Modification Agreement with its primary lender. The amendment extended the revolving credit facility maturity to March 31, 2013 and revised the financial covenants. Additionally, the revolving line of credit was decreased from $20 million to $13 million. The reduction was as a result of the pay down of $7 million of the guarantees provided by the Lenders. In addition the Company and the Lenders agreed to decrease the $10 million guarantee to $3 million and to further extend the loan guarantee through March 31, 2013. The Company granted warrants to purchase an aggregate of 234,305 shares of common stock at $3.361 per share in exchange for the extension of the guarantee.

On March 29, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from March 31, 2013 to June 30, 2013. The Company and the Lenders also agreed to extend until June 30, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 113,636 shares of common stock at $1.98 per share.

On June 28, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from June 30, 2013 to July 31, 2013, and decreased the amount of available advances from $13 million to $6 million. In addition, the Bank waived the testing of the tangible net worth and liquidity ratio financial covenants under the Amended Loan Agreement for the period ended June 30, 2013. The Company and the Lenders also agreed to extend until July 31, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 48,387 shares of common stock at $1.55 per share.

On July 31, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from July 31, 2013 to August 31, 2013. In addition, the Bank waived the testing of the liquidity ratio financial covenant under the Amended Loan Agreement for the period ended July 31, 2013. The Company and the Lenders also agreed to extend until August 31, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 14,313 shares of common stock at $5.24 per share.

On August 30, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from August 31, 2013 to March 31, 2014. In addition, the Company and the Bank agreed to a reduction in the revolving credit line from $6.0 million to $3.0 million, the elimination of the $3.0 million sublimit guaranteed by the Lenders, and release of the guarantees by the Lenders in favor of the Bank. The amendment eliminated the prepayment premium for the prepayment of the term loan and modified the financial covenants to (a) eliminate the minimum tangible net worth covenant, (b) substitute in lieu thereof an EBITDA test, requiring the Company to maintain a minimum EBITDA of no less than (no worse than) (i) negative $4.0 million for the trailing three-month period ending September 30, 2013 and (ii) negative $3.0 million for the trailing three-month period ending December 31, 2013, in each case tested quarterly on a trailing three month basis, and (c) revise the liquidity ratio covenant to require the Company to maintain a liquidity ratio of greater than 2:1, excluding certain short term advances from the calculation.

As of September 30, 2013, the Company had $3.0 million outstanding under the revolving line of credit. Draws on the line of credit are made based on the borrowing capacity one week in arrears. As of September 30, 2013, the Company had a borrowing capacity of $3.0 million based on the Company s collateralized assets, including amounts already drawn. As such, the Company had no remaining ability to borrow under the revolving line of credit at September 30, 2013.

The revolving line of credit and the Company s term notes (collectively, the Credit Agreements) are secured by substantially all of the Company s assets. The Company is also required under the Credit Agreements to maintain its primary operating account and the majority of its cash and investment balances in accounts with the primary lender.

Table of Contents

Term note

Under the 2010 amendment to the loan agreement, the Company entered into a $10 million term loan maturing on December 31, 2013, with $2 million of principal due in 2011 and $4 million of principal due in each of 2012 and 2013. Interest on the term loan accrued at the rate of prime plus 3.5%. Under the September 2011 amendment of the loan agreement, the interest rate on the term loan was increased to prime plus 5.5%. Under this agreement, the Company provided its primary lender with warrants to purchase 11,111 shares of common stock. The warrants are exercisable at $36.00 per share, beginning on December 17, 2010 and expiring on December 17, 2015. The fair value of these warrants of $228,332, calculated using the Black-Scholes method, was deferred and amortized to interest expense ratably over the life of the term loan. The term note was paid in full in September 2013.

Healthcare Royalty Partners Debt

In November 2011, the Company entered into a loan agreement with Healthcare Royalty Partners. Under the agreement the Company borrowed from Healthcare Royalty Partners $15 million. The Company was permitted to borrow up to an additional $5 million in the aggregate based on the achievement by the Company of certain milestones related to *Niobe* system sales in 2012. On August 8, 2012, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* system sales for the nine months ended June 30, 2012. On January 31, 2013, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* system sales for the twelve months ended December 31, 2012. The loan will be repaid through, and secured by, royalties payable to the Company under its Development, Alliance and Supply Agreement with Biosense Webster, Inc. The Biosense Agreement relates to the development and distribution of magnetically enabled catheters used with Stereotaxis *Niobe* system in cardiac ablation procedures. Under the terms of the Agreement, Healthcare Royalty Partners will be entitled to receive 100% of all royalties due to the Company under the Biosense Agreement until the loan is repaid. The loan is a full recourse loan, matures on December 31, 2018, and bears interest at an annual rate of 16% payable quarterly with royalties received under the Biosense Agreement. If the payments received by the Company under the Biosense Agreement are insufficient to pay all amounts of interest due on the loan, then such deficiency will increase the outstanding principal amount on the loan. After the loan obligation is repaid, the royalties under the Biosense Agreement will again be paid to the Company. The loan is also secured by certain assets and intellectual property of the Company. The Agreement also contains customary affirmative and negative covenants. The use of payments due to the Company under the Biosense Agreement was approved by our primary lender under the Amended Loan Agreement described above.

Subordinated Convertible Debentures

In May 2012, the Company entered into a securities purchase agreement with certain institutional investors whereby the Company agreed to sell an aggregate of approximately $8.5 million in aggregate principal amount of unsecured, subordinated, convertible debentures (the Debentures), which became convertible into shares of the Company s common stock at a conversion price of $3.361 per share (or approximately 2.5 million shares in the aggregate), on July 10, 2012, the date that the Company received shareholder approval for the transaction. The purchasers of the Debentures also received six-year warrants to purchase an aggregate of approximately 2.5 million shares of the Company s common stock at an exercise price of $3.361 per share (Convert Warrants). The Debentures bear interest at 8% per year and mature on May 7, 2014. In addition, the Company has the ability to issue shares of its common stock in lieu of cash interest payments under certain circumstances, and following the registration of the shares for resale, the Company issued shares in lieu of cash interest payments.

The Company recorded the Debentures on the balance sheet net of the debt discount. The debt discount of $7.6 million is due to warrants issued in conjunction with the Debentures and the debt conversion features. Upon issuance of the Debentures, the fair value of the warrants and derivative liability were $4.1 million and $3.5 million, respectively. The debt discount was amortized over the life of the loan using the effective interest method and the warrants and derivative liability were recorded at fair value on each reporting period. Refer to Note 11 for additional discussion of the fair value of the warrants and conversion features.

On August 7, 2013, holders of Convert Warrants exercised all of their Convert Warrants for an aggregate of approximately 2.5 million shares of our common stock, resulting in cash proceeds of approximately $8.5 million. In addition, holders of all of the Debentures exchanged the balance of their unconverted Debentures for an aggregate of approximately 2.7 million shares of the Company s common stock and additional warrants (the Exchange Warrants) to purchase approximately 2.5 million shares, having an exercise price of $3.361 per share. On August 8, 2013, certain former holders of the Debentures exercised Exchange Warrants to purchase an aggregate of 1,372,358 shares of common stock in cashless net exercises as provided for in the Exchange Warrants, which resulted in the issuance to such funds of an aggregate of 841,575 shares of common stock. As a result, there were no net proceeds to the Company. The Company is relying on the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended, based on representations to the Company made by the warrant holders.

The costs associated with the adjustment of warrants and convertible debt features in connection with the third quarter capital transactions are included in other expense for the three and nine months ended September 30, 2013. The costs associated with the write-off of the unamortized debt discount are included in interest expense for the three and nine months ended September 30, 2013.

10. Stockholders Equity

Listing Transfer to NASDAQ Capital Market

On August 15, 2013, the NASDAQ Listing Qualifications Panel (the Panel) granted approval of the Company s request to transfer its listing to The NASDAQ Capital Market® from The NASDAQ Global Market®. The Company s securities began trading on the NASDAQ Capital Market effective August 19, 2013.

Table of Contents

Reverse Stock Split

On July 10, 2012, the Company filed a Certificate of Amendment to our Amended and Restated Certificate of Incorporation to implement a one-for-ten reverse split of our common stock (the Reverse Stock Split). The ratio for the Reverse Stock Split was determined by our Board of Directors pursuant to the approval of the stockholders at the Company s special meeting of stockholders held on July 10, 2012, authorizing the Board to effect a reverse stock split within a range of one-for-four to one-for-ten shares of the Company s common stock. The Reverse Stock Split was effective as of July 10, 2012, and the Company s common stock began trading on the NASDAQ Global Market on a post-split basis on July 11, 2012.

As a result of the Reverse Stock Split, each ten shares of the Company s issued and outstanding common stock were automatically combined and converted into one issued and outstanding share of common stock. The Reverse Stock Split affected all issued and outstanding shares of the Company s common stock, as well as common stock underlying stock options, stock appreciation rights, restricted stock, restricted stock units, warrants and convertible debentures outstanding immediately prior to the effectiveness of the Reverse Stock Split. The Reverse Stock Split reduced the number of shares of the Company s common stock outstanding from approximately 78 million to 7.8 million at the time of the Reverse Stock Split. In addition, the Amendment increased the number of authorized shares of the Company s common stock from 100 million to 300 million. The Reverse Stock Split did not alter the par value of common stock, which remained $0.001 per share, or modify any voting rights or other terms of the Company s common stock. Unless otherwise indicated, all information set forth herein gives effect to such Reverse Stock Split.

Private Offerings of Common Stock

In May 2012, the Company entered into a Stock and Warrant Purchase Agreement with certain institutional investors whereby it agreed to sell an aggregate of approximately 2.17 million shares of the Company s common stock (the PIPE Common Stock) at a price of $3.361 per share, together with six-year warrants at a price of $1.25 per share to purchase an aggregate of approximately 2.17 million shares of common stock having an exercise price of $3.361 per share (the PIPE Warrants). Each purchaser received a PIPE Warrant to purchase one share of common stock for every share of PIPE Common Stock purchased.

Net proceeds from the sale of the securities were approximately $9.1 million, after placement agent fees and other offering expenses. The Company used the funds to repay $7 million of the revolving credit facility guaranteed by the Lenders and plans to use the balance for working capital and general corporate purposes.

On August 7, 2013, venture funds affiliated with Sanderling Ventures received an aggregate of 183,478 shares of common stock based upon the cashless exercise of warrants to purchase an aggregate of 262,450 shares of common stock. These warrants were comprised of 75,758 warrants with an exercise price of $1.98 per share, 156,204 warrants with an exercise price of $3.361 per share and 30,488 warrants with an exercise price of $4.10 per share. The warrants were issued by the Company in private placements in 2012 and 2013 in connection with the extension of previously disclosed guarantees.

On August 13, 2013, venture funds affiliated with Sanderling Ventures exercised PIPE Warrants to purchase an aggregate of 650,619 shares of common stock in a cashless net exercise as provided for in the PIPE Warrants, which resulted in the issuance to such funds of an aggregate of 308,194 shares of common stock. As a result, there were no net proceeds to the Company.

On August 16, 2013, certain affiliates of Franklin Templeton exercised PIPE Warrants to purchase an aggregate of 650,618 shares of common stock for cash. The Company received an aggregate of $2,186,727 gross proceeds from the sale.

On August 16, 2013, Alafi Capital Company exercised PIPE Warrants to purchase an aggregate of 261,241 shares of common stock for cash. The Company received an aggregate of $878,031 gross proceeds from the sale.

Stock Award Plans

The Company has various stock plans that permit the Company to provide incentives to employees and directors of the Company in the form of equity compensation. In August 2012, the Board of Directors adopted a stock incentive plan (the 2012 Stock Incentive Plan) which was subsequently approved by the Company s stockholders. This plan replaces the 2002 Stock Incentive Plan which expired on March 25, 2012. At September 30, 2013, the Board of Directors had 1,033,242 remaining shares of the Company s common stock to provide for current and future grants under its various equity plans.

At September 30, 2013, the total compensation cost related to options, stock appreciation rights and non-vested stock granted to employees under the Company s stock award plans but not yet recognized was approximately $1.7 million, net of estimated forfeitures of approximately $1.6 million. This cost will be amortized over a period of up to four years over the underlying estimated service periods and will be adjusted for subsequent changes in estimated forfeitures and anticipated vesting periods.

A summary of the option and stock appreciation rights activity for the nine month period ended September 30, 2013 is as follows:

	Number of Options/SARs	Range of Exercise Price	Weighted Average Exercise Price per Share
Outstanding, December 31, 2012	373,899	$1.63 - $116.40	$ 43.90
Granted		$0.00 - $0.00	
Exercised	(145)	$6.80	$ 6.80
Forfeited	(134,765)	$1.69 - $68.60	$ 38.75
Outstanding, September 30, 2013	238,989	$1.63 - $116.40	$ 46.83

14

Table of Contents

A summary of the restricted share grant activity for the nine month period ended September 30, 2013 is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value per Share	
Outstanding, December 31, 2012	68,543	$	20.62
Granted			
Vested	(33)	$	33.80
Forfeited	(37,295)	$	18.29
Outstanding, September 30, 2013	31,215	$	23.39

A summary of the restricted shares outstanding as of September 30, 2013 is as follows:

	Number of Shares
Time based restricted shares	7,675
Performance based restricted shares	23,540
Outstanding, September 30, 2013	31,215

A summary of the restricted stock unit activity for the nine month period ended September 30, 2013 is as follows:

	Number of Restricted Shares Units	Weighted Average Grant Date Fair Value per Unit	
Outstanding, December 31, 2012	529,312	$	2.64
Granted	447,000	$	2.20
Vested	(201,306)	$	3.92
Forfeited	(176,717)	$	2.09
Outstanding, September 30, 2013	598,289	$	2.04

11. Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including cash equivalents and warrants. General accounting principles for fair value measurement established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1:

Values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or other model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3: Values are generated from model-based techniques that use significant assumptions not observable in the market.

15

Table of Contents

The following table sets forth the Company s assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. As required by the Fair Value Measurements and Disclosures topic of the Accounting Standards Codification, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

		Fair Value Measurement Using		
	Total	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at September 30, 2013:				
Cash equivalents	$ 4,550,340	4,550,340		
Total assets at fair value	$ 4,550,340	4,550,340		
Liabilities at September 30, 2013:				
Warrants issued December 29, 2008	$ 256,650			256,650
Warrants issued May 10, 2012	1,591,409			1,591,409
Warrants issued August 2013	3,107,529			3,107,529
Total liabilities at fair value:	$ 4,955,588			4,955,588
Assets at December 31, 2012:				
Cash equivalents	$ 256,702	256,702		
Derivative asset	1,736			1,736
Total assets at fair value	$ 258,438	256,702		1,736
Liabilities at December 31, 2012:				
Warrants issued December 29, 2008	$ 71,581			71,581
Warrants issued May 10, 2012	2,347,902			2,347,902
Derivative liability	548,865			548,865
Total liabilities at fair value:	$ 2,968,348			2,968,348

Level 1

The Company s financial assets consist of cash equivalents invested in money market funds in the amount of $4,550,340 and $256,702 at September 30, 2013 and December 31, 2012, respectively. These assets are classified as Level 1 as described above and total interest income recorded for these investments was insignificant during both the nine month periods ended September 30, 2013 and September 30, 2012. There were no transfers in or out of Level 1 during the period ended September 30, 2013.

Level 2

The Company does not have any financial assets or liabilities classified as Level 2.

Level 3

In conjunction with its December 29, 2008 registered direct offering, the Company issued warrants to purchase 179,241 shares of the Company s common stock that contained a provision that required a reduction of the exercise price if certain equity events occurred. Under the provisions of general accounting principles for derivatives and hedging activities and determining whether an instrument (or embedded feature) is indexed to an entity s own stock, such a reset provision does not meet the exemptions for equity classification and as such, the Company accounts for these warrants as derivative instruments. The calculated fair value of the warrants is classified as a liability and is periodically remeasured with any changes in value recognized in Other income (expense) in the Statement of Operations. General accounting principles for determining whether an instrument (or embedded feature) is indexed to an entity s own stock became effective for the Company as of January 1, 2009. Accordingly, the fair value of the warrants as of that date was reclassified from stockholders equity into current liabilities.

In accordance with general accounting principles for fair value measurement, the Company s warrants in the amount of $256,650 were measured at fair value on a recurring basis as of September 30, 2013 and were valued using Level 3 valuation inputs. A Black-Scholes model was used to value the Company s warrants at September 30, 2013 using the following assumptions: 1) dividend yield of 0%; 2) volatility of 232.47%; 3) risk-free interest rate of 0.63%; and 4) expected life of 0.74 of a year.

In the Company s May 2012 financing transaction, the Company issued subordinated convertible debentures and warrants. The optional conversion feature of the subordinated convertible debentures is classified as a derivative liability within Warrants and debt conversion features on the Company s balance sheet. In August 2013, holders of all of the Debentures exchanged the balance of their unconverted Debentures for an aggregate of approximately 2.7 million shares of the Company s common stock and additional warrants (the Exchange Warrants) to purchase approximately 2.5 million shares, having an exercise price of $3.361 per share. The warrants issued in conjunction

Table of Contents

with the May 2012 Debentures and PIPE and the August 2013 Exchange are also considered a liability. Due to the provisions included in the warrant agreements, the warrants do not meet the exemptions for equity classification and as such, the Company accounts for these warrants as derivative instruments. The warrants and derivative liability are periodically remeasured with any changes in value recognized in Other income (expense) in the Statement of Operations.

Per the terms of the Debentures agreement, the Company had the ability to require each holder to convert up to 50% of the Debentures if the common stock closed above $15.00, or 100% of the Debentures if the common stock closed above $20.00 (in each case, as adjusted for stock splits, recapitalizations and similar events) during a 20 consecutive trading day period and the resale registration statement had been declared effective by the SEC and was available for the issuance of the common stock upon conversion of the Debentures. In the event of any forced conversion by the Company, the minimum amount that the Company could force the holders to convert was $2.5 million of Debentures in the aggregate. This mandatory redemption clause was classified as a derivative asset within Prepaid and other current assets on the Company s balance sheet. The derivative asset was periodically remeasured with any changes in value recognized in Other income (expense) in the Statement of Operations.

Based on the discussion of the Debentures in Note 9, the Debentures along with their derivative liability and asset, and related warrants were extinguished prior to September 30, 2013. In accordance with general accounting principles for fair value measurement, the Company s remaining PIPE and Exchange warrants were measured at fair value on a recurring basis as of September 30, 2013 and were valued using Level 3 valuation inputs. A Monte-Carlo simulation was used to value the derivative asset, liabilities and warrants upon issuance on May 10, 2012 using the following assumptions: 1) volatility of 80%; 2) risk-free interest rate of 1.035%; and 3) a closing stock price of $3.413.

The initial valuation of Exchange warrants were valued as of August 7, 2013 using the following assumptions: 1) volatility of 111%; 2) risk-free interest rate of 1.46%; and 3) a closing stock price of $8.69.

The remaining Exchange warrants were revalued as of September 30, 2013 using the following assumptions: 1) volatility of 115%; 2) risk-free interest rate of 1.43%; and 3) a closing stock price of $3.33.

The remaining PIPE warrants were revalued as of September 30, 2013 using the following assumptions: 1) volatility of 115%; 2) risk-free interest rate of 1.24%; and 3) a closing stock price of $3.33.

The significant unobservable input used in the fair value measurement of the Company s warrants, derivative liability, and derivative asset is volatility. Significant increases (decreases) in the volatility in isolation would result in a significantly higher (lower) asset and liability fair value measurements.

The following table sets forth a summary of changes in the fair value of the Company s Level 3 financial asset and liabilities for the nine month period ended September 30, 2013:

	Derivative Asset	**Total Assets**	**Warrants issued December 29, 2008**	**Warrants issued May 2012**	**Warrants issued August 2013**	**Derivative Liability**	**Total Liabilities**
Balance at beginning of period	$ 1,736	$ 1,736	$ 71,581	$ 2,347,902	$	$ 548,865	$ 2,968,348

Issues					19,358,108		19,358,108
Settlements				(18,780,167)	(10,535,592)	(12,828,650)	(42,144,409)
Revaluation	(1,736)	(1,736)	185,069	18,023,674	(5,714,987)	12,279,785	24,773,541
Balance at end of period	$	$	$ 256,650	$ 1,591,409	$ 3,107,529	$	$ 4,955,588

The Company currently does not have derivative instruments to manage its exposure to currency fluctuations or other business risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. All derivative financial instruments are recognized in the balance sheet at fair value.

17

Table of Contents

12. Product Warranty Provisions

The Company s standard policy is to warrant all *Niobe*, *Odyssey,* and *Vdrive* systems against defects in material or workmanship for one year following installation. The Company s estimate of costs to service the warranty obligations is based on historical experience and current product performance trends. A regular review of warranty obligations is performed to determine the adequacy of the reserve and adjustments are made to the estimated warranty liability as appropriate.

Accrued warranty, which is included in other accrued liabilities, consists of the following:

	September 30, 2013	December 31, 2012
Warranty accrual, beginning of the fiscal period	$ 653,473	$ 691,832
Warranty expense incurred	90,964	650,367
Payments made	(198,358)	(688,726)
Warranty accrual, end of the fiscal period	$ 546,079	$ 653,473

13. Commitments and Contingencies

The Company at times becomes a party to claims in the ordinary course of business. Management believes that the ultimate resolution of pending or threatened proceedings will not have a material effect on the financial position, results of operations or liquidity of the Company.

In 2012, the Company entered into a letter of credit to support a commitment in the amount of approximately $0.1 million. This letter of credit is valid through 2015.

14. Subsequent Events

On October 29, 2013, we filed a prospectus with the Securities Exchange Commission relating to a rights offering in which all stockholders and certain warrant holders of Stereotaxis, Inc. received subscription rights to purchase an aggregate of up to 6,315,953 shares of our common stock, par value $0.001 per share. All stockholders and certain warrant holders received subscription rights to purchase 1 share of common stock at a price of $3.00 per share for every 3 shares of stock that they held as of the record date of October 31, 2013. The NASDAQ Capital Market established Monday, November 4, 2013 as the ex-rights date for the rights offering. The ex-rights date is the date on which Stereotaxis s common stock began to trade without the rights and the rights began to trade separately from the common stock. Between the record date and the ex-rights date, the rights traded together with the shares of common stock. The rights are listed on the NASDAQ Capital Market under the symbol STXSR, and will continue to be so listed until the expiration of the rights offering. The subscription rights will be exercisable until November 21, 2013 unless we choose to extend the rights offering beyond this date, which we do not currently expect to do.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and notes thereto included in this report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2012. Operating results are not necessarily indicative of results that may occur in future periods. As described in Note 10 to the financial statements, on July 10, 2012, the Company effected a one-for-ten Reverse Stock Split of the Company s common stock. All information set forth in the following discussion and analysis gives effect to such Reverse Stock Split.

This report includes various forward-looking statements that are subject to risks and uncertainties, many of which are beyond our control. Our actual results could differ materially from those anticipated in these forward looking statements as a result of various factors, including those set forth in Item 1A. Risk Factors. Forward-looking statements discuss matters that are not historical facts. Forward-looking statements include, but are not limited to, discussions regarding our operating strategy, sales and marketing strategy, regulatory strategy, industry, economic conditions, financial condition, liquidity and capital resources and results of operations. Such statements include, but are not limited to, statements preceded by, followed by or that otherwise include the words believes, expects, anticipates, intends, estimates, projects, can, could, may, will, would, or similar expressions. For th claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You should not unduly rely on these forward-looking statements, which speak only as of the date on which they were made. They give our expectations regarding the future but are not guarantees. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

Overview

Stereotaxis designs, manufactures and markets the *Epoch* Solution, which is an advanced remote robotic navigation system for use in a hospital s interventional surgical suite, or interventional lab , that we believe revolutionizes the treatment of arrhythmias and coronary artery disease by enabling enhanced safety, efficiency and efficacy for catheter-based, or interventional, procedures. The *Epoch* Solution is comprised of the *Niobe* ES Robotic Magnetic Navigation System (*Niobe* ES system), *Odyssey* Information Management Solution (*Odyssey* Solution), and the *Vdrive* Robotic Navigation System (*Vdrive* system).

The *Niobe* ES system is the latest generation of the *Niobe* Robotic Magnetic Navigation System (*Niobe* system), which is designed to enable physicians to complete more complex interventional procedures by providing image guided delivery of catheters and guidewires through the blood vessels and chambers of the heart to treatment sites. This is achieved using externally applied magnetic fields that govern the motion of the working tip of the catheter or guidewire, resulting in improved navigation, efficient procedures and reduced x-ray exposure.

In addition to the *Niobe* system and its components, Stereotaxis also has developed the *Odyssey* Solution, which consolidates all lab information enabling doctors to focus on the patient for optimal procedure efficiency. The system also features a remote viewing and recording capability called the *Odyssey Cinema* solution, which is an innovative solution delivering synchronized content for optimized workflow, advanced care and improved productivity. This tool includes an archiving capability that allows clinicians to store and replay entire procedures or segments of procedures. This information can be accessed from locations throughout the hospital local area network and over the global *Odyssey* Network providing physicians with a tool for clinical collaboration, remote consultation and training.

Our *Vdrive* system provides navigation and stability for diagnostic and therapeutic devices designed to improve interventional procedures. The *Vdrive* system complements the *Niobe* ES system control of therapeutic catheters for fully remote procedures and enables single-operator workflow and is sold as two options, the *Vdrive* system and the *Vdrive Duo* system. In addition to the *Vdrive* system and the *Vdrive Duo* system, we also manufacture and market various disposable components which can be manipulated by these systems.

We promote the full *Epoch* Solution in a typical hospital implementation, subject to regulatory approvals or clearances. The full *Epoch* Solution implementation requires a hospital to agree to an upfront capital payment and recurring payments. The upfront capital payment typically includes equipment and installation charges. The recurring payments typically include disposable costs for each procedure, equipment service costs beyond warranty period, and software licenses. In hospitals where the full *Epoch* Solution has not been implemented, equipment upgrade or expansion can be implemented upon purchasing of the necessary upgrade or expansion.

The core components of Stereotaxis systems have received regulatory clearance in the U.S., Europe, Canada and elsewhere. The *V-Sono* ICE catheter manipulator has received U.S. clearance, and the *V-Loop* circular catheter manipulator is currently in clinical trials in order to obtain clearance by the U.S. Food and Drug Administration.

Since our inception, we have generated significant losses. As of September 30, 2013 we had incurred cumulative net losses of approximately $449 million. In May 2011, the Company introduced the *Niobe* ES system. As of September 30, 2013, the Company had an installed base of 92 *Niobe* ES systems and has received positive feedback from the physicians at these sites. During the third quarter of 2011, the Company implemented a wide ranging plan to rebalance and reduce operating expenses by 15% to 20% on an annual run rate basis. During the year ended December 31, 2012, the Company reduced operating expenses by approximately $19 million or 31% over the prior year. We expect to incur additional losses throughout the remainder of 2013 as we continue the development and commercialization of our products, conduct our research and development activities and advance new products into clinical development from our existing research programs and fund additional sales and marketing initiatives.

Table of Contents

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We review our estimates and judgments on an on-going basis. We base our estimates and judgments on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. We believe the following accounting policies are critical to the judgments and estimates we use in preparing our financial statements. For a complete listing of our critical accounting policies, please refer to our Annual Report on Form 10-K for the year ended December 31, 2012.

Revenue Recognition

For arrangements with multiple deliverables, the Company allocates the total revenue to each deliverable based on the provisions of general accounting principles for revenue recognition and multiple-deliverable revenue arrangements and recognizes revenue for each separate element as the criteria for revenue recognition are met. Each element is assigned an estimated selling price using vendor-specific objective evidence, third party evidence, or management s estimate.

Under our revenue recognition policy, a portion of revenue for the *Niobe*, *Odyssey* Vision, *Odyssey Cinema*, and *Vdrive* systems is recognized upon delivery, provided that title has passed, there are no uncertainties regarding acceptance, persuasive evidence of an arrangement exists, the sales price is fixed and determinable, and collection of the related receivable is reasonably assured. Revenue for *Niobe, Odyssey* Vision Standard HD, *Odyssey* Vision Quad, *Odyssey Cinema*, and *Vdrive* systems is recognized upon delivery due to the fact that third parties became qualified to perform installations. Revenue is recognized for other types of *Odyssey* systems upon completion of installation, since there are no qualified third party installers. When installation is the responsibility of the customer, revenue from system sales is recognized upon shipment since these arrangements do not include an installation element or right of return privileges. The Company does not recognize revenue in situations in which inventory remains at a Stereotaxis warehouse or in situations in which title and risk of loss have not transferred to the customer. However, the Company may deliver systems to a non-hospital site at the customer s request as outlined in the terms and conditions of the sales agreement, in which case the Company evaluates whether the substance of the transaction meets the delivery and performance requirements for revenue recognition under bill and hold guidance. Amounts collected prior to satisfying the above revenue recognition criteria are reflected as deferred revenue.

Revenue from services and license fees, whether sold individually or as a separate unit of accounting in a multiple-deliverable arrangement, is deferred and amortized over the service or license fee period, which is typically one year. Revenue from services is derived primarily from the sale of annual product maintenance plans. We recognize revenue from disposable device sales or accessories upon shipment and establish an appropriate reserve for returns. The return reserve, which is applicable only to disposable devices, is estimated based on historical experience which is periodically reviewed and updated as necessary. In the past, changes in estimate have had only a de minimus effect on revenue recognized in the period. We believe that the estimate is not likely to change significantly in the future.

Costs of systems revenue include direct product costs, installation labor and other costs, estimated warranty costs, and initial training and product maintenance costs. These costs are recorded at the time of sale. Costs of disposable revenue include direct product costs and estimated warranty costs and are recorded at the time of sale. Cost of revenue from services and license fees are recorded when incurred.

Results of Operations

Comparison of the Three Months Ended September 30, 2013 and 2012

Revenue. Revenue decreased from $11.6 million for the three months ended September 30, 2012 to $10.8 million for the three months ended September 30, 2013, a decrease of approximately 6%. Revenue from the sale of systems decreased from $5.0 million to $4.4 million, a decrease of approximately 12%, primarily due to volume and lower *Niobe* ES system pricing. We recognized revenue on three *Niobe* ES systems, a total of $0.1 million for *Niobe* ES upgrades, and a total of $1.6 million for *Odyssey* and *Odyssey Cinema* systems during the 2013 period, versus two *Niobe* ES systems, a total of $0.6 million for *Niobe* ES upgrades, a total of $1.6 million for *Odyssey* and *Odyssey Cinema* systems during the 2012 period. Revenue from sales of disposable interventional devices, service and accessories decreased to $6.4 million for the three months ended September 30, 2013 from $6.5 million for the three months ended September 30, 2012, a decrease of approximately 2%. The decrease was attributable to lower disposable sales volume.

Cost of Revenue. Cost of revenue remained relatively consistent with the three months ended September 30, 2012 at $3.5 million. Cost of revenue for systems sold decreased from $2.4 million for the three months ended September 30, 2012 to $2.3 million for the three months ended September 30, 2013, a decrease of approximately 4%. This decrease was primarily due to product mix. Cost of revenue for disposables, service and accessories increased from $1.1 million for the three months ended September 30, 2012 to $1.2 million for the three months ended September 30, 2013. As a percentage of our total revenue, overall gross margin decreased to 68% for the three months ended September 30, 2013 from 70% for the three months ended September 30, 2012. Gross margin for systems decreased to 47% for the three months ended September 30, 2013 from 52% for the three months ended September 30, 2012, due to lower gross margins on *Niobe* ES and *Vdrive* systems in the current year. Gross margin for disposables, service and accessories was 82% for the current quarter compared to 84% for the three months ended September 30, 2012. The decrease was driven by product mix and lower royalties paid to the Company on the sale by Biosense Webster of co-developed catheters.

Table of Contents

Research and Development Expenses. Research and development expenses decreased from $1.9 million for the three months ended September 30, 2012 to $1.3 million for the three months ended September 30, 2013, a decrease of approximately 32%. The decrease is primarily due to reduced headcount expenses and a reduction in consulting, contract research, and materials expenses as part of the Company s efforts to reduce operating expenses.

Sales and Marketing Expenses. Sales and marketing expenses remained relatively consistent with the three month ended September 30, 2012 at $4.1 million.

General and Administrative Expenses. General and administrative expenses include regulatory, clinical, finance, information systems, legal, general management and training expenses. General and administrative expenses also remained relatively consistent with the three month ended September 30, 2012 at $3.0 million.

Other Expense. Other expense represents the non-cash change in market value of certain warrants classified as a derivative and recorded as a current liability under general accounting principles for determining whether an instrument (or embedded feature) is indexed to an entity s own stock. Other expense also includes the adjustment in fair value of the derivative asset and liability related to the conversion features embedded in the subordinated convertible debentures. Other expense increased to $48.2 million for the three months ended September 30, 2013, due to the adjustment of warrants and convertible debt features in connection with the third quarter capital transactions with convertible note holders and other equity investors.

Interest Expense. Interest expense increased to $7.6 million for the three months ended September 30, 2013 from $1.6 million for the three months ended September 30, 2012, due primarily to the write-off of the unamortized debt discount in connection with the third quarter capital transactions with convertible note holders and other equity investors.

Comparison of the Nine Months Ended September 30, 2013 and 2012

Revenue. Revenue decreased from $34.4 million for the nine months ended September 30, 2012 to $29.0 million for the nine months ended September 30, 2013, a decrease of approximately 16%. Revenue from the sale of systems decreased from $14.1 million to $10.0 million, a decrease of approximately 29%. We recognized revenue on six *Niobe* ES systems, a total of $0.8 million for *Niobe* ES upgrades, a total of $3.3 million for *Odyssey* and *Odyssey Cinema* systems, and a total of $0.2 million for *Vdrive* systems during the 2013 period, versus six *Niobe* ES systems, a total of $2.7 million for *Niobe* ES upgrades, a total of $4.8 million for *Odyssey* and *Odyssey Cinema* systems, and a total of $0.8 million for *Vdrive* systems during the 2012 period. Revenue from sales of disposable interventional devices, service and accessories decreased to $19.0 million for the nine months ended September 30, 2013 from $20.3 million for the nine months ended September 30, 2012, a decrease of approximately 6%. The decrease was attributable to lower disposable sales volume.

Cost of Revenue. Cost of revenue decreased from $10.5 million for the nine months ended September 30, 2012 to $8.2 million for the nine months ended September 30, 2013, a decrease of approximately 22%. As a percentage of our total revenue, overall gross margin increased to 72% for the nine months ended September 30, 2013 compared to 69% during the same nine month period of the prior year, due to a shift in mix from system revenue to disposable, service and accessory revenue. Cost of revenue for systems sold decreased from $6.9 million for the nine months ended September 30, 2012 to $5.1 million for the nine months ended September 30, 2013, a decrease of approximately 26%, primarily due to decreased system sales volumes across *Odyssey, Odyssey Cinema* and *Vdrive* product lines. Gross margin for systems was 49% for the nine months ended September 30, 2013 versus 51% for the nine months ended September 30, 2012. Cost of revenue for disposables, service and accessories decreased to $3.0 million during the 2013 period from $3.6 million during the 2012 period, resulting in an increase in gross margin to 84% from 82%

between these periods. The increase is due to higher margins on service in the current year period due to fewer ES upgrades provided in exchange for extended service contracts.

Research and Development Expenses. Research and development expenses decreased from $6.9 million for the nine months ended September 30, 2012 to $4.3 million for the nine months ended September 30, 2013, a decrease of approximately 38%. The decrease is primarily due to reduced headcount expenses and a reduction in consulting, contract research, and materials expenses as part of the Company s efforts to reduce operating expenses.

Sales and Marketing Expenses. Sales and marketing expenses decreased from $16.3 million for the nine months ended September 30, 2012 to $13.2 million for the nine months ended September 30, 2013, a decrease of approximately 19%. The decrease was due to reduced headcount and travel expenses and a reduction in marketing and consulting expenses as part of the Company s efforts to reduce operating expenses.

General and Administrative Expenses. General and administrative expenses include regulatory, clinical, finance, information systems, legal, general management and training expenses. General and administrative expenses decreased to $9.7 million from $10.4 million for the nine months ended September 30, 2013 and 2012, respectively, a decrease of approximately 6%. The decrease was primarily due to reduced headcount, partially offset by increased consulting expenses, rent and medical device excise tax.

Other Expense. Other expense represents the non-cash change in market value of certain warrants classified as a derivative and recorded as a current liability under general accounting principles for determining whether an instrument (or embedded feature) is indexed to an entity s own stock. Other expense also includes the adjustment in fair value of the derivative asset and liability related to the conversion features embedded in the subordinated convertible debentures. Other expense increased to $46.7 million for the nine months ended September 30, 2013, due primarily to the adjustment of warrants and convertible debt features in connection with the third quarter capital transactions with convertible note holders and other equity investors.

Table of Contents

Interest Expense. Interest expense increased to $11.7 million for the nine months ended September 30, 2013 from $4.9 million for the nine months ended September 30, 2012, due primarily to the write-off of the unamortized debt discount in connection with the third quarter capital transactions with convertible note holders and other equity investors.

Liquidity and Capital Resources

Liquidity refers to the liquid financial assets available to fund our business operations and pay for near-term obligations. These liquid financial assets consist of cash and cash equivalents. At September 30, 2013 we had $8.4 million of cash and equivalents. We had a working capital deficit of approximately $2.4 and $5.7 million as of September 30, 2013 and December 31, 2012, respectively. The improvement in the working capital deficit is due principally to the reduction of current maturities of long-term debt for the first nine months of 2013.

The following table summarizes our cash flow by operating, investing and financing activities for the nine months ended September 30, 2013 and 2012 (in thousands):

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Cash flow used in operating activities	$ (4,922)	$ (12,041)
Cash flow used in investing activities		(130)
Cash flow provided by financing activities	5,531	8,130

Net cash used in operating activities. We used approximately $4.9 million and $12.0 million of cash for operating activities during the nine months ended September 30, 2013 and 2012, respectively. This decrease was primarily driven by smaller net losses, when adjusted for non-cash items. In addition, changes in working capital generated approximately $3.2 million in cash driven by reduced operating loss and changes in inventories, prepaid expenses and other current assets, and current maturities of long-term debt, and accounts payable.

Net cash used in investing activities. There were no purchases of equipment for the nine month period ended September 30, 2013 compared to $0.1 million of purchases for the nine month period ended September 30, 2012.

Net cash provided by financing activities. We generated approximately $5.5 million of cash for the nine month period ended September 30, 2013 compared to the $8.1 million generated for the nine month period ended September 30, 2012. This decrease in cash generated was primarily driven by the issuance of convertible debt in the prior year, partially offset by reduced payments against the line of credit in the current year.

We expect to have negative cash flow from operations throughout 2013. We also expect to continue the development and commercialization of our existing products and, to a lesser extent, our research and development programs and the advancement of new products into clinical development.

Our existing cash, cash equivalents and borrowing facilities will not be sufficient to fund our operating expenses and capital equipment requirements through the next 12 months, which will require us to obtain additional financing before that time. We cannot assure that such additional financing will be available on a timely basis on terms acceptable to us or at all, or that such financing will not be dilutive to our stockholders. If adequate funds are not available to us, we could be required to delay development or commercialization of new products, to license to third parties the rights to commercialize products or technologies that we would otherwise seek to commercialize ourselves or to reduce the sales, marketing, customer support or other resources devoted to our products, any of which could have a material adverse effect on our business, financial condition and results of operations. In addition, we could be required to cease operations.

Borrowing facilities

As of September 30, 2013, our borrowing facilities were comprised of a revolving line of credit maintained with our primary lender, Silicon Valley Bank, as well as a term note maintained with Healthcare Royalty Partners.

The revolving line of credit is secured by substantially all of the Company s assets. The Company is also required under the revolving line of credit to maintain its primary operating account and the majority of its cash and investment balances in accounts with the primary lender.

In September 2011, the Company amended its agreement with its primary lender. The amendment reduced the availability amount of all credit extensions, other than the term loan, from $30 million to $20 million, and modified the interest rate applicable to the term loan from the lender s prime rate plus 3.5% to the lender s prime rate plus 5.5%.

On November 30, 2011, the Company entered into a Second Amended and Restated Loan and Security Agreement with its primary lender (Amended Loan Agreement). Under the Amended Loan Agreement, the Company agreed to revised tangible net worth and liquidity ratio covenants. Further, certain intellectual property assets of the Company were added to the collateral which secures repayment of the loan. Finally, the Amended Loan Agreement permits the Company to repay Cowen Healthcare Royalty Partners under the Agreement with the royalties due to the Company under the Biosense Agreement (the Biosense Agreement), as described below.

22

Table of Contents

On March 30, 2012, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from March 31, 2012 to April 30, 2012 and reduced the Company s borrowing availability by $3,333,333. The Company also received from stockholders, who at the time were affiliates of two members of our board of directors (the Lenders) and were considered to be related parties, an extension of their commitment to provide $10 million in loan guarantees until April 30, 2012. As a result of this extension, the Company issued the Lenders warrants to purchase 75,735 shares of common stock at $6.60 per share.

On May 1, 2012, the Company and its primary lender entered into an agreement in which the lender extended the maturity of the revolving line of credit from April 30, 2012 to May 15, 2012. The Company and the Lenders also agreed to amend their agreement to extend the $10 million loan guarantee through May 15, 2012. The Company granted warrants to purchase an aggregate of 60,976 shares of common stock at $4.10 per share in exchange for the extension of the guarantee.

On May 10, 2012, upon closing of financing transactions for gross proceeds of $18.5 million, the Company entered into the Third Loan Modification Agreement with its primary lender. The amendment extended the revolving credit facility maturity to March 31, 2013 and revised the financial covenants. Additionally, the revolving line of credit was decreased from $20 million to $13 million. The reduction was as a result of the pay down of $7 million of the guarantees provided by the Lenders. In addition the Company and the Lenders agreed to decrease the $10 million guarantee to $3 million and to further extend the loan guarantee through March 31, 2013. The Company granted warrants to purchase an aggregate of 234,305 shares of common stock at $3.361 per share in exchange for the extension of the guarantee.

On March 29, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from March 31, 2013 to June 30, 2013. The Company and the Lenders also agreed to extend until June 30, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 113,636 shares of common stock at $1.98 per share.

On June 28, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from June 30, 2013 to July 31, 2013, and decreased the amount of available advances from $13 million to $6 million. In addition, the Bank waived the testing of the tangible net worth and liquidity ratio financial covenants under the Amended Loan Agreement for the period ended June 30, 2013. The Company and the Lenders also agreed to extend until July 31, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 48,387 shares of common stock at $1.55 per share.

On July 31, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from July 31, 2013 to August 31, 2013. In addition, the Bank waived the testing of the liquidity ratio financial covenant under the Amended Loan Agreement for the period ended July 31, 2013. The Company and the Lenders also agreed to extend until August 31, 2013 the $3 million guarantee. As a result of this extension, the Company issued the Lenders warrants to purchase 14,313 shares of common stock at $5.24 per share.

On August 30, 2013, the Company amended its agreement with its primary lender. The amendment extended the maturity date of the working capital line of credit from August 31, 2013 to March 31, 2014. In addition, the Company and the Bank agreed to a reduction in the revolving credit line from $6.0 million to $3.0 million, the elimination of the $3.0 million sublimit guaranteed by the Lenders, and release of the guarantees by the Lenders in favor of the Bank. The amendment eliminated the prepayment premium for the prepayment of the term loan and modified the financial covenants to (a) eliminate the minimum tangible net worth covenant, (b) substitute in lieu thereof an EBITDA test, requiring the Company to maintain a minimum EBITDA of no less than (no worse than) (i) negative $4.0 million for the trailing three-month period ending September 30, 2013 and (ii) negative $3.0 million for the trailing three-month period ending December 31, 2013, in each case tested quarterly on a trailing three month basis, and (c) revise the liquidity ratio covenant to require the Company to maintain a liquidity ratio of greater than 2:1, excluding certain short term advances from the calculation.

As of September 30, 2013, we had $3.0 million outstanding under the revolving line of credit. Draws on the line of credit are made based on the borrowing capacity one week in arrears. As of September 30, 2013, the Company had a borrowing capacity of $3.0 million based on the Company s collateralized assets, including amounts already drawn. As such, the Company had no remaining ability to borrow under the revolving line of credit at September 30, 2013.

Table of Contents

Term note

Under the 2010 amendment to the loan agreement, the Company entered into a $10 million term loan maturing on December 31, 2013, with $2 million of principal due in 2011 and $4 million of principal due in each of 2012 and 2013. Interest on the term loan accrued at the rate of prime plus 3.5%. Under the September 2011 amendment of the loan agreement, the interest rate on the term loan was increased to prime plus 5.5%. Under this agreement, the Company provided its primary lender with warrants to purchase 11,111 shares of common stock. The warrants are exercisable at $36.00 per share, beginning on December 17, 2010 and expiring on December 17, 2015. The fair value of these warrants of $228,332, calculated using the Black Scholes method, was deferred and amortized to interest expense ratably over the life of the term loan. The term note was paid in full in September 2013.

Healthcare Royalty Partners Debt

In November 2011, we entered into a loan agreement with Healthcare Royalty Partners. Under the agreement the Company borrowed from Healthcare Royalty Partners $15 million. The Company was permitted to borrow up to an additional $5 million in the aggregate based on the achievement by the Company of certain milestones related to *Niobe* system sales in 2012. On August 8, 2012, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* system sales for the nine months ended June 30, 2012. On January 31, 2013, the Company borrowed an additional $2.5 million based upon achievement of a milestone related to *Niobe* system sales for the twelve months ended December 31, 2012. The loan will be repaid through, and secured by, royalties payable to the Company under its Development, Alliance and Supply Agreement with Biosense Webster, Inc. (the Biosense Agreement). The Biosense Agreement relates to the development and distribution of magnetically enabled catheters used with Stereotaxis *Niobe* system in cardiac ablation procedures. Under the terms of the Agreement, Healthcare Royalty Partners will be entitled to receive 100% of all royalties due to the Company under the Biosense Agreement until the loan is repaid. The loan is a full recourse loan, matures on December 31, 2018, and bears interest at an annual rate of 16% payable quarterly with royalties received under the Biosense Agreement. If the payments received by the Company under the Biosense Agreement are insufficient to pay all amounts of interest due on the loan, then such deficiency will increase the outstanding principal amount on the loan. After the loan obligation is repaid, royalties under the Biosense Agreement will again be paid to the Company. The loan is also secured by certain assets and intellectual property of the Company. The Agreement also contains customary affirmative and negative covenants. The use of payments due to the Company under the Biosense Agreement was approved by our primary lender under the Amended Loans Agreement described above.

Subordinated Convertible Debentures

In May 2012, the Company entered into a securities purchase agreement with certain institutional investors whereby the Company agreed to sell an aggregate of approximately $8.5 million in aggregate principal amount of unsecured, subordinated, convertible debentures (the Debentures), which became convertible into shares of the Company s common stock at a conversion price of $3.361 per share (or approximately 2.5 million shares in the aggregate), on July 10, 2012, the date that the Company received shareholder approval for the transaction. The purchasers of the Debentures also received six-year warrants to purchase an aggregate of approximately 2.5 million shares of the Company s common stock at an exercise price of $3.361 per share (Convert Warrants). The Debentures bear interest at 8% per year and mature on May 7, 2014. In addition, the Company has the ability to issue shares of its common stock in lieu of cash interest payments under certain circumstances, and following the registration of the shares for resale, the Company issued shares in lieu of cash interest payments.

The Company recorded the Debentures on the balance sheet net of the debt discount. The debt discount of $7.6 million is due to warrants issued in conjunction with the Debentures and the debt conversion features. Upon issuance of the Debentures, the fair value of the warrants and derivative liability were $4.1 million and $3.5 million, respectively. The debt discount was amortized over the life of the loan using the effective interest method and the warrants and derivative liability were recorded at fair value on each reporting period. Refer to Note 11 for additional discussion of the fair value of the warrants and conversion features.

On August 7, 2013, holders of Convert Warrants exercised all of their Convert Warrants for an aggregate of approximately 2.5 million shares of our common stock, resulting in cash proceeds of approximately $8.5 million. In addition, holders of all of the Debentures exchanged the balance of their unconverted Debentures for an aggregate of approximately 2.7 million shares of the Company s common stock and additional warrants (the Exchange Warrants) to purchase approximately 2.5 million shares, having an exercise price of $3.361 per share. On August 8, 2013, certain former holders of the Debentures exercised Exchange Warrants to purchase an aggregate of 1,372,358 shares of common stock in cashless net exercises as provided for in the Exchange Warrants, which resulted in the issuance to such funds of an aggregate of 841,575 shares of common stock. As a result, there were no net proceeds to the Company. The Company is relying on the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended, based on representations to the Company made by the warrant holders.

Table of Contents

Common Stock

In May 2012, the Company entered into a Stock and Warrant Purchase Agreement with certain institutional investors whereby it agreed to sell an aggregate of approximately 2.17 million shares of the Company s common stock (the PIPE Common Stock) at a price of $3.361 per share, together with six-year warrants at a price of $1.25 per share to purchase an aggregate of approximately 2.17 million shares of common stock having an exercise price of $3.361 per share (the PIPE Warrants). Each purchaser received a PIPE Warrant to purchase one share of common stock for every share of PIPE Common Stock purchased.

Net proceeds from the sale of the securities were approximately $9.1 million, after placement agent fees and other offering expenses. The Company used the funds to repay $7 million of the revolving credit facility guaranteed by the Lenders and plans to use the balance for working capital and general corporate purposes.

As described above, on July 10, 2012, the Company effected a one-for-ten Reverse Stock Split of the Company s common stock. All figures within this document have been adjusted to reflect this reverse stock split.

On August 7, 2013, venture funds affiliated with Sanderling Ventures received an aggregate of 183,478 shares of common stock based upon the cashless exercise of warrants to purchase an aggregate of 262,450 shares of common stock. These warrants were comprised of 75,758 warrants with an exercise price of $1.98 per share, 156,204 warrants with an exercise price of $3.361 per share and 30,488 warrants with an exercise price of $4.10 per share. The warrants were issued by the Company in private placements in 2012 and 2013 in connection with the extension of previously disclosed guarantees.

On August 13, 2013, venture funds affiliated with Sanderling Ventures exercised PIPE Warrants to purchase an aggregate of 650,619 shares of common stock in a cashless net exercise as provided for in the PIPE Warrants, which resulted in the issuance to such funds of an aggregate of 308,194 shares of common stock. As a result, there were no net proceeds to the Company.

On August 16, 2013, certain affiliates of Franklin Templeton exercised PIPE Warrants to purchase an aggregate of 650,618 shares of common stock for cash. The Company received an aggregate of $2,186,727 gross proceeds from the sale.

On August 16, 2013, Alafi Capital Company exercised PIPE Warrants to purchase an aggregate of 261,241 shares of common stock for cash. The Company received an aggregate of $878,031 gross proceeds from the sale.

Off-Balance Sheet Arrangements

We do not currently have, nor have we ever had, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As a result, we are not materially exposed to any financing, liquidity, market or credit risk that could have arisen if we had engaged in these relationships.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Exchange Risk

We operate mainly in the U.S., Europe and Asia and we expect to continue to sell our products both within and outside of the U.S. Although the majority of our revenue and expenses are transacted in U.S. dollars, a portion of our operations are conducted in Euros and to a lesser extent, in other currencies. As such, we have foreign exchange exposure with respect to non-U.S. dollar revenues and expenses as well as cash balances, accounts receivable, accounts payable and other asset and liability balances denominated in non-US dollar currencies. Our international operations are subject to risks typical of international operations, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility. Future fluctuations in the value of these currencies may affect the price competitiveness of our products. In addition, because we have a relatively long installation cycle for our systems, we will be subject to risk of currency fluctuations between the time we execute a purchase order and the time we deliver the system and collect payments under the order, which could adversely affect our operating margins. As of September 30, 2013 we have not hedged exposures in foreign currencies or entered into any other derivative instruments.

For the nine months ended September 30, 2013, sales denominated in foreign currencies were approximately 17% of total revenue and as such, our revenue would have decreased by approximately $0.5 million if the U.S. dollar exchange rate used would have strengthened by 10%. For the nine months ended September 30, 2013, expenses denominated in foreign currencies were approximately 14% of our total expenses and as such, our operating expenses would have decreased by approximately $0.4 million if the U.S. dollar exchange rate used would have strengthened by 10%. In addition, we have assets and liabilities denominated in foreign currencies. A 10% strengthening of the U.S. dollar exchange rate against all currencies with which we have exposure at September 30, 2013 would have resulted in less than a $0.1 million decrease in the carrying amounts of those net assets.

Interest Rate Risk

We have exposure to interest rate risk related to our investment portfolio. The primary objective of our investment activities is to preserve principal while at the same time maximizing the income we receive from our invested cash without significantly increasing the risk of loss. Our interest income is sensitive to changes in the general level of U.S. interest rates, particularly since the majority of our investments are in short-term debt instruments. We invest our excess cash primarily in U.S. government securities and marketable debt securities of financial institutions and corporations with strong credit ratings. These instruments generally have maturities of two years or less when acquired. We do not utilize derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions. Accordingly, we believe that while the instruments we hold are subject to changes in the financial standing of the issuer of such securities, we are not subject to any material risks arising from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices or other market changes that affect market risk sensitive instruments.

We have exposure to market risk related to any investments we might hold. Market liquidity issues might make it impossible for the Company to liquidate its holdings or require that the Company sell the securities at a substantial loss. As of September 30, 2013, the Company did not hold any investments.

We have exposure to interest rate risk related to our borrowings as the interest rates for certain of our outstanding loans are subject to increase should the interest rate increase above a defined percentage. Because certain issuances of our outstanding debt are subject to minimum interest rates ranging from 5.75% to 7.0%, a hypothetical increase in interest rates of 100 basis points would have resulted no changes in interest expense for the quarter ended September 30, 2013.

Inflation Risk

We do not believe that inflation has had a material adverse impact on our business or operating results during the periods covered by this report.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures: The Company s management, with the participation of the Company s Interim Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this report. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, the Company s Interim Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company s disclosure controls and procedures were effective.

Table of Contents

Changes In Internal Control Over Financial Reporting: The Company s management, with the participation of the Company s Interim Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company s internal control over financial reporting to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

As described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, on October 7, 2011, a purported securities class action was filed against the Company and two of the Company s past executive officers in the U.S. District Court for the Eastern District of Missouri by Kevin Pound, a purported shareholder of the Company. On December 29, 2011, the court granted an unopposed motion appointing Local 522 Pension Fund as Lead Plaintiff in the action and granting Lead Plaintiff leave to file an Amended Complaint, which Lead Plaintiff filed on March 19, 2012. The Amended Complaint alleges that, during the period from February 28, 2011 through August 9, 2011, the Company and certain of its officers made materially false and misleading statements regarding the Company s financial condition and future business prospects, in violation of sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended. The Amended Complaint seeks unspecified damages, costs, attorneys fees and such other relief as the Court may deem appropriate. On May 18, 2012, the Company filed a motion to dismiss the Amended Complaint. On July 24, 2012, Lead Plaintiff filed its response to the motion to dismiss, and on August 30, 2012, the Company filed its reply brief in support of the motion to dismiss. The Company believes the complaint is without merit and intends to vigorously defend against it. However, litigation is inherently uncertain and it is too early in this proceeding to predict the outcome of this lawsuit or to reasonably estimate possible losses, if any, related thereto. In addition, the Company has obligations, under certain circumstances, to indemnify the individual defendants with respect to claims asserted against them and otherwise to the fullest extent permitted under Delaware law and the Company s bylaws and certificate of incorporation.

As described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, on December 2, 2011, a purported shareholder derivative action was filed in the U.S. District Court for the Eastern District of Missouri by Carl Zorn, a purported shareholder of the Company, against the directors of the Company and the Company as a nominal defendant. The Complaint in this action alleges that the individual defendants breached their fiduciary duties to the Company, engaged in gross mismanagement and caused waste of corporate assets of the Company by allowing the Company and certain of its officers to make the same allegedly false and misleading statements regarding the Company s financial condition and future business prospects that are at issue in the purported class action. The Complaint seeks unspecified damages, restitution and other equitable relief, as well as costs and attorneys fees from the named defendants on behalf of the Company. At the request of all parties, on March 22, 2012, the Court entered an order staying the case pending resolution of the motion to dismiss in the securities class action. The Company believes the complaint is without merit and intends to vigorously defend against it. However, litigation is inherently uncertain and it is too early in this proceeding to predict the outcome of this lawsuit or to reasonably estimate possible losses, if any, related thereto. In addition, the Company has obligations, under certain circumstances, to indemnify the individual defendants with respect to claims asserted against them and otherwise to the fullest extent permitted under Delaware law and the Company s bylaws and certificate of incorporation.

Additionally, we are involved from time to time in various lawsuits and claims arising in the normal course of business. Although the outcomes of these lawsuits and claims are uncertain, we do not believe any of them will have a material adverse effect on our business, financial condition or results of operations.

ITEM 1A. RISK FACTORS

Risk Factors are discussed in our Annual Report on Form 10-K for the year ended December 31, 2012.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On August 7, 2013, holders of Convert Warrants exercised all of their Convert Warrants for an aggregate of approximately 2.5 million shares of our common stock, resulting in cash proceeds of approximately $8.5 million. In addition, holders of all of the Debentures exchanged the balance of their unconverted Debentures for an aggregate of approximately 2.7 million shares of the Company s common stock and additional warrants (the Exchange Warrants) to purchase approximately 2.5 million shares, having an exercise price of $3.361 per share. On August 8, 2013, certain former holders of the Debentures exercised Exchange Warrants to purchase an aggregate of 1,372,358 shares of common stock in cashless net exercises as provided for in the Exchange Warrants, which resulted in the issuance to such funds of an aggregate of 841,575 shares of common stock. As a result, there were no net proceeds to the Company. The Company is relying on the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended, based on representations to the Company made by the warrant holders.

In addition, on August 7, 2013, venture funds affiliated with Sanderling Ventures received an aggregate of 183,478 shares of common stock based upon the cashless exercise of warrants to purchase an aggregate of 262,450 shares of common stock. These warrants were comprised of 75,758 warrants with an exercise price of $1.98 per share, 156,204 warrants with an exercise price of $3.361 per share and 30,488 warrants with an exercise price of $4.10 per share. The warrants were issued by the Company in private placements in 2012 and 2013 in connection with the extension of previously disclosed guarantees.

Table of Contents

On August 13, 2013, venture funds affiliated with Sanderling Ventures exercised PIPE Warrants to purchase an aggregate of 650,619 shares of common stock in a cashless net exercise as provided for in the PIPE Warrants, which resulted in the issuance to such funds of an aggregate of 308,194 shares of common stock. As a result, there were no net proceeds to the Company.

On August 16, 2013, certain affiliates of Franklin Templeton exercised PIPE Warrants to purchase an aggregate of 650,618 shares of common stock for cash. The Company received an aggregate of $2,186,727 gross proceeds from the sale.

On August 16, 2013, Alafi Capital Company exercised PIPE Warrants to purchase an aggregate of 261,241 shares of common stock for cash. The Company received an aggregate of $878,031 gross proceeds from the sale.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. [RESERVED]

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits: See Exhibit Index herein

Table of Contents

STEREOTAXIS, INC.

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 thereunto duly authorized.

STEREOTAXIS, INC.

(Registrant)

Date: November 14, 2013	By:	/s/ William C. Mills III **William C. Mills III,** **Interim Chief Executive Officer**
Date: November 14, 2013	By:	/s/ Martin C. Stammer **Martin C. Stammer,** **Chief Financial Officer**

Table of Contents

EXHIBIT INDEX

Number	Description
3.1	Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 of the Registrant s Form 10-Q (file No. 000-50884) for the fiscal quarter ended September 30, 2004.
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 of the Registrant s Current Report on Form 8-K (File No. 000-50884) filed on July 10, 2012.
3.3	Restated Bylaws of the Registrant, incorporated by reference to Exhibit 3.2 of the Registrant s Form 10-Q (File No. 000-50884) for the fiscal quarter ended September 30, 2004.
4.1	Form of Exchange Warrant issued pursuant to that certain Amendment and Exchange Agreement, dated August 7, 2013, incorporated by reference to Exhibit 10.2 of Registrant s Current Report on Form 8-K filed on August 8, 2013.
10.1	Seventh Loan Modification and Waiver Agreement (Domestic), dated July 31, 2013, by and between Silicon Valley Bank, the Company and Stereotaxis International, Inc. incorporated by reference to Exhibit 10.1 of Registrant s Current Report on Form 8-K (File No. 000-50884) filed on August 2, 2013.
10.2	Export-Import Bank Sixth Loan Modification Agreement, dated July 31, 2013, between Silicon Valley Bank, the Company and Stereotaxis International, Inc., incorporated by reference to Exhibit 10.2 of Registrant s Current Report on Form 8-K (File No. 000-50884) filed on August 2, 2013.
10.3	Form of Amendment and Exchange Agreement between the Company and each of the holders of its convertible debentures participating in the exchange, dated August 7, 2013, incorporated by reference to Exhibit 10.1 to Registrant s Current Report on Form 8-K (File No. 000-50884) filed on August 8, 2013.
10.4	Eighth Loan Modification Agreement (Domestic) dated August 30, 2013, by and between Silicon Valley Bank, the Company and Stereotaxis International, Inc., incorporated by reference to Exhibit 10.1 of Registrant s Current Report on Form 8-K (File No. 000-50884) filed on September 3, 2013.
10.5	Export-Import Bank Seventh Loan Modification Agreement, dated August 30, 2013, by and between Silicon Valley Bank, the Company and Stereotaxis International, Inc., incorporated by reference to Exhibit 10.2 of Registrant s Current Report on Form 8-K (File No. 000-50884) filed on September 3, 2013.
31.1	Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Executive Officer).
31.2	Rule 13a-14(a)/15d-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Chief Financial Officer).
32.1	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Chief Executive Officer).
32.2	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Chief Financial Officer).
101.INS	XBRL Instance Document.

101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.