

Stereotaxis, Inc.  
Form 8-K  
May 31, 2011

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

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 25, 2011**

**STEREOTAXIS, INC.**

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

**Delaware**

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

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

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

**4320 Forest Park Avenue, Suite 100, St. Louis, Missouri**  
(Address of Principal Executive Offices)

**63108**  
(Zip Code)

**(314) 678-6100**

(Registrant's Telephone Number, Including Area Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 25, 2011, Stereotaxis, Inc. (the Company) held its Annual Meeting of Stockholders. Stockholders were asked to consider and act upon:

- (1) The election of three directors as Class I Directors to serve until the Company's 2014 Annual Meeting;
  - (2) A proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2011;
  - (3) A proposal to approve, by non-binding vote, executive compensation; and
  - (4) A proposal to recommend, by non-binding vote, the frequency of future advisory votes on executive compensation.
- The votes for, withheld, against, abstentions, and broker non-votes, where applicable, for each matter are set out below.

(1) Election of Directors:

| Name of Nominee          | Votes For  | Votes Withheld | Votes Abstain | Broker Non-Votes |
|--------------------------|------------|----------------|---------------|------------------|
| David W. Benfer          | 31,266,289 | 1,555,334      | 0             | 15,311,198       |
| Michael P. Kaminski      | 31,094,488 | 1,727,135      | 0             | 15,311,198       |
| Eric N. Prystowsky, M.D. | 27,630,979 | 5,190,644      | 0             | 15,311,198       |

(2) Proposal regarding ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2011:

|                          |            |
|--------------------------|------------|
| Number of Votes For:     | 47,698,748 |
| Number of Votes Against: | 376,173    |
| Number of Votes Abstain: | 57,900     |
| Number of Non-Votes:     | 0          |

(3) Proposal to approve, by non-binding vote, executive compensation:

|                          |            |
|--------------------------|------------|
| Number of Votes For:     | 31,396,134 |
| Number of Votes Against: | 1,276,825  |
| Number of Votes Abstain: | 148,664    |
| Number of Non-Votes:     | 15,311,198 |

(4) Proposal to recommend, by non-binding vote, the frequency of future advisory votes on executive compensation:

|                              |            |
|------------------------------|------------|
| Number of Votes for 1 Year:  | 17,939,945 |
| Number of Votes for 2 Years: | 113,840    |
| Number of Votes for 3 Years: | 14,682,007 |
| Number of Votes Abstain:     | 85,831     |

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Number of Non-Votes:

15,311,198

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**STEREOTAXIS, INC.**

Date: May 31, 2011

By: /s/ Daniel J. Johnston  
Name: Daniel J. Johnston