

Stereotaxis, Inc.
Form 8-A12B
October 29, 2013

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

STEREOTAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

4320 Forest Park Avenue, Suite 100

St. Louis, Missouri
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

94-3120386
(IRS Employer Identification No.)

63108
(Zip Code)

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be so Registered |
|---|--|
| Rights to purchase Common Stock, par value | The NASDAQ Stock Market LLC |

\$0.001 per share

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-191054** (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Securities to be Registered.

The securities to be registered hereby are transferable subscription rights (the Rights) to purchase shares of Common Stock, par value \$0.001 per share (the Common Stock), of Stereotaxis, Inc., a Delaware corporation (the Registrant).

The description of the Rights as included under the caption The Rights Offering in the Prospectus forming a part of the Registration Statement on Form S-1, as originally filed with the Securities and Exchange Commission (the Commission) on September 9, 2013, and as amended on October 9, 2013, October 23, 2013 and October 24, 2013 (Registration No. 333-191054), including exhibits, and as may be subsequently amended from time to time (the Registration Statement), such Registration Statement is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 1. | Restated Articles 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. |
| 2. | Certificate of Amendment to Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 of the Registrant s Form 8-K (File No. 000-50884) filed on July 10, 2012. |
| 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. | Form of Specimen Stock Certificate, incorporated by reference to the Registration Statement on Form S-1 (File No. 333-115253) originally filed with the Commission on May 7, 2004, as amended thereafter, at Exhibit 4.1. |
| 5. | Form of Rights Certificate, incorporated by reference to Exhibit 4.16 to the Registrant s Registration Statement on Form S-1 (File No. 333-191054) filed on September 9, 2013. |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

STIFEL FINANCIAL CORP.

(Registrant)

Date: October 29, 2013

By: /s/ Karen W. Duros

Name: Karen W. Duros

Title: Senior Vice President, Secretary and General
Counsel

EXHIBIT INDEX

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