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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 10, 2013

MRI INTERVENTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-54575

(Commission File Number)

58-2394628

(I.R.S. Employer Identification No.)

One Commerce Square, Suite 2550

Memphis, Tennessee

(Address of principal executive offices)

38103

(Zip Code)

(901) 522-9300

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director for Any Reason Other than Disagreement with the Company.

On April 10, 2013, Bruce C. Conway notified us of his resignation as a member of the Board of Directors (the "Board") of MRI Interventions, Inc. (the "Company"), effective April 12, 2013. Prior to his resignation, Mr. Conway also served as a member on the Board's Compensation Committee. Mr. Conway elected to step down from the Board simply to give a new director candidate, Philip A. Pizzo, M.D., the opportunity to serve on the Company's Board, believing that the addition of Dr. Pizzo, with his extensive leadership experience, knowledge and skills in the medical field, would provide for a stronger and more effective Board. Accordingly, Mr. Conway's resignation was not the result of any disagreement with the Company, its management or its operations, policies or practices.

In recognition of the contributions made by Mr. Conway as a director of the Company, the Board's Compensation Committee accelerated the vesting of the 45,000 shares subject to the stock option awarded to Mr. Conway, in his capacity as a member of the Board, on April 13, 2012. Such stock option was granted under the Company's 2012 Incentive Compensation Plan.

(d) Election of New Director.

On April 12, 2013, the Board, upon recommendation of the Corporate Governance and Nominating Committee, elected Dr. Pizzo to serve as a director of the Company until the 2013 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier death, resignation, disqualification or removal. Dr. Pizzo was also appointed to the Compensation Committee of the Board, effective immediately upon his election to the Board.

Dr. Pizzo served as Dean of the Stanford School of Medicine from April 2001 to December 1, 2012, where he was also the Carl and Elizabeth Naumann Professor of Pediatrics and of Microbiology and Immunology. Dr. Pizzo has devoted much of his distinguished medical career to the diagnosis, management, prevention and treatment of childhood cancers and the infectious complications that occur in children whose immune systems are compromised by cancer and AIDS. He has also been a leader in academic medicine, championing programs and policies to improve the future of science, education and healthcare in the United States and beyond. Before joining Stanford, Dr. Pizzo was the physician-in-chief of Children's Hospital in Boston and chair of the Department of Pediatrics at Harvard Medical School from 1996 to 2001. He is the author of more than 500 scientific articles and 16 books and monographs. The Company believes Dr. Pizzo offers a deep understanding of medical sciences and innovation, as well as physicians and other health care providers who are central to the use and development of the Company's products.

In accordance with the Company's Non-Employee Director Compensation Plan (the "Director Compensation Plan"), Dr. Pizzo is entitled to receive a \$15,000 annual retainer for service as a Board member, a \$1,000 fee per Board meeting attended in person and a \$500 fee per Board meeting attended via telephone. Additionally, Dr. Pizzo will receive a supplemental annual retainer of \$3,000 for service as a member of the Compensation Committee.

On April 12, 2013, in connection with his election to the Board and pursuant to the terms of the Director Compensation Plan, Dr. Pizzo was granted an option to purchase 45,000 shares of the Company's common stock. The shares subject to such stock option will vest in equal annual installments over three years. In addition, pursuant to the Director Compensation Plan, on the day following each annual meeting of stockholders in which he is elected or is then serving as a director, Dr. Pizzo will receive an option to purchase 20,000 shares of the Company's common stock. Such stock options will vest on the earlier of the first anniversary of the grant date or the day immediately preceding the next annual meeting of stockholders.

The Company also entered into its standard form of indemnification agreement with Dr. Pizzo (the “Indemnification Agreement”), effective upon his election to the Board. The Indemnification Agreement provides, among other things, that the Company will indemnify the director, under the circumstances and to the extent provided for therein, for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as a director of the Company, any of subsidiary of the Company or any other company or enterprise to which the he provides services at the Company’s request. The foregoing description of the terms and conditions of the Indemnification Agreement is only a summary and is qualified in its entirety by the full text of the Indemnification Agreement, the form of which was previously filed as Exhibit 10.8 to the Company’s General Form for Registration of Securities on Form 10, as originally filed on December 28, 2011, and is incorporated herein by reference.

There are no arrangements or understandings between Dr. Pizzo and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Dr. Pizzo and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Dr. Pizzo and the Company.

Item 7.01. Regulation FD Disclosure.

On April 16, 2013, the Company issued a press release announcing the election of Dr. Pizzo to the Company’s Board. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed pursuant to Item 9.01:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Indemnification Agreement, previously filed as Exhibit 10.8 to the Company’s General Form for Registration of Securities on Form 10, as originally filed on December 28, 2011, and incorporated herein by reference
10.2	Non-Employee Director Compensation Plan, previously filed as Exhibit 10.48 to the Company’s Registration Statement on Form S-1, as originally filed on February 11, 2013, and incorporated herein by reference
99.1	Press release of the Company dated April 16, 2013

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.

MRI INTERVENTIONS, INC.

By: /s/ Oscar L. Thomas

Oscar L. Thomas

Vice President, Business Affairs

Date: April 16, 2013

MRI Interventions Elects Dr. Philip A. Pizzo to Board of Directors

Former Dean of Stanford University School of Medicine Brings More Than Four Decades of Medical Experience to MRI Interventions' Board

MEMPHIS, TN – April 16, 2013 – MRI Interventions, Inc. (OTCBB: MRIC) today announced that its board of directors has elected Philip A. Pizzo, M.D. as a new director. Dr. Pizzo most recently served as Dean of the Stanford University School of Medicine, a position he held from April 2001 until December 2012. Dr. Pizzo has long been a leader in academic medicine, championing programs and policies to improve the future of science, education and healthcare in the U.S. and beyond. In a distinguished medical career spanning more than 40 years, he has also been devoted to the diagnosis, management, prevention and treatment of childhood cancers and the infectious complications that occur in children whose immune systems are compromised by cancer and AIDS.

During his tenure as Dean of the Stanford University School of Medicine, Dr. Pizzo also held the position of the Carl and Elizabeth Naumann Professor of Pediatrics and of Microbiology and Immunology. Before joining Stanford, he was the Physician-in-Chief of Children's Hospital in Boston and Chair of the Department of Pediatrics at Harvard Medical School. Dr. Pizzo has served as head of the National Cancer Institute's infectious disease section, as chief of the NCI's pediatric department, and as acting scientific director for NCI's Division of Clinical Sciences. Among numerous honors, he was the 2012 recipient of the John Howland Award, the highest honor for lifetime achievement bestowed by the American Pediatric Society. Dr. Pizzo received his M.D. degree from the University of Rochester in 1970.

Kimble Jenkins, CEO of MRI Interventions, said, "Phil brings a tremendous amount of clinical and research experience to MRI Interventions, and we are extremely fortunate to have him serving on our board. Phil has exceptional insight into the medical community, and we believe his wealth of knowledge and experience will be a valuable asset for this company."

"MRI Interventions has been a leader in the use of real-time MRI-guidance in performing minimally invasive procedures in the brain," commented Dr. Pizzo. "There is a need for innovation in the neuroscience field to bring better treatment options to the millions affected by neurological disorders, and I believe MRI Interventions is well-positioned to excel in this space. I look forward to serving on the board of directors and working with MRI Interventions' management as the company moves ahead."

About MRI Interventions, Inc.

Founded in 1998, MRI Interventions is creating innovative platforms for performing the next generation of minimally invasive surgical procedures in the brain and heart. Utilizing a hospital's existing MRI suite, the company's FDA-cleared ClearPoint® system is designed to enable a range of minimally invasive procedures in the brain. MRI Interventions has a co-development and co-distribution agreement with Brainlab, a leader in software-driven medical technology, relating to the ClearPoint system. In partnership with Siemens Healthcare, MRI Interventions is developing the ClearTrace® system to enable MRI-guided catheter ablations to treat cardiac arrhythmias, including atrial fibrillation. Building on the imaging power of MRI, the company's interventional platforms strive to improve patient care while reducing procedure costs and times. MRI Interventions is also working with Boston Scientific Corporation to incorporate its MRI-safety technologies into Boston Scientific's implantable leads for cardiac and neurological applications. For more information, please visit www.mriinterventions.com.

Forward-Looking Statements

Certain matters in this press release may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements often can be identified by words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would,” or the negative of these words or other words of similar meaning. Forward-looking statements by their nature address matters that, to different degrees, are uncertain and involve risk. Uncertainties and risks may cause MRI Interventions’ actual results and the timing of events to differ materially from those expressed in or implied by MRI Interventions’ forward-looking statements. Particular uncertainties and risks include, among others: demand and market acceptance of our products; our ability to successfully expand our sales and clinical support capabilities; our ability to successfully complete the development of, and to obtain regulatory clearance or approval for, future products, including our current product candidates; availability of third party reimbursement; the sufficiency of our cash resources to maintain planned commercialization efforts and research and development programs; future actions of the FDA or any other regulatory body that could impact product development, manufacturing or sale; our ability to protect and enforce our intellectual property rights; our dependence on collaboration partners; the impact of competitive products and pricing; and the impact of the commercial and credit environment on us and our customers and suppliers. More detailed information on these and additional factors that could affect MRI Interventions’ actual results are described in MRI Interventions’ filings with the Securities and Exchange Commission, including, without limitation, MRI Interventions’ most recent annual report on Form 10-K. Except as required by law, MRI Interventions undertakes no obligation to publicly update or revise any forward-looking statements contained in this press release to reflect any change in MRI Interventions’ expectations or any change in events, conditions or circumstances on which any such statements are based.

Contact:

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Chief Financial Officer
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