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): January 7, 2016

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 Number)

5 Musick Irvine, Ca. 92618

(Address of principal executive offices, zip code)

(949) 900-6833

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On January 7, 2016, MRI Interventions, Inc. (the "Company") issued a press release announcing its financial performance for the fourth fiscal quarter and fiscal year ended December 31, 2015. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 2.02 of this Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01. Regulation FD Disclosure

On January 7, 2016, the Company posted an updated investor presentation to its website at http://ir.stockpr.com/mriinterventions/presentations. A copy of the investor presentation is being furnished herewith as Exhibit 99.2. The Company may use the investor presentation from time to time in conversations with analysts, investors and others.

The information in Item 7.01 of this Form 8-K, as well as Exhibit 99.2 attached hereto, shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information contained in Exhibit 99.2 is summary information that is intended to be considered in the context of the Company's filings with the Securities and Exchange Commission ("SEC") and other public announcements that the Company may make from time to time, by press release or otherwise. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing or other reports or documents with the SEC, through press releases or through other public disclosure.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished herewith:

Exhibit 99.1 Press Release dated January 7, 2016.

Exhibit 99.2 MRI Interventions, Inc. investor presentation dated January 7, 2016

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.

Date: January 7, 2016

MRI INTERVENTIONS, INC.

By: /s/ Harold A. Hurwitz

Harold A. Hurwitz Chief Financial Officer

INDEX TO EXHIBITS

Exhibit <u>Number</u> Exhibit 99.1 Exhibit 99.2

Description Press Release dated January 7, 2016. MRI Interventions, Inc. investor presentation dated January 7, 2016



Contact: Harold A. Hurwitz, Chief Financial Officer (949) 900-6833

For Immediate Release

MRI INTERVENTIONS, INC. ANNOUNCES 2015 FOURTH QUARTER AND FULL YEAR REVENUES

IRVINE, CA, January 7, 2016 – MRI Interventions, Inc. (OTCQB: MRIC) today announced its revenues for the fourth quarter and full year ended December 31, 2015.

Quarter Ended December 31, 2015

Revenues were \$1.5 million for the three months ended December 31, 2015, and \$960,000 for the same period in 2014, an increase of \$551,000, or 57%, attributable to increases in the Company's ClearPoint[®] System disposable and reusable products.

ClearPoint disposable product sales for the three months ended December 31, 2015 were \$1.0 million, compared with \$704,000 for the same period in 2014, representing an increase of \$305,000, or 43%. This increase was due primarily to a greater number of procedures performed using the ClearPoint System within a larger installed base, relative to the 2014 period.

ClearPoint reusable product sales for the three months ended December 31, 2015 were \$438,000, and \$219,000 for the same period in 2014. Reusable products consist primarily of computer hardware and software bearing sales prices that are appreciably higher than those for disposable products and historically have fluctuated from quarter to quarter.

Year Ended December 31, 2015

Revenues were \$4.6 million for the year ended December 31, 2015, and \$3.5 million for the same period in 2014, an increase of \$1.1 million, or 32%, attributable to growth in the Company's ClearPoint System disposable and reusable products.

ClearPoint disposable product sales for the year ended December 31, 2015 were \$3.5 million, compared with \$2.6 million for the same period in 2014, representing an increase of \$885,000, or 34%. This increase was due primarily to a greater number of procedures performed using the ClearPoint System within a larger installed base for ClearPoint, relative to the 2014 period.

ClearPoint reusable product sales for the year ended December 31, 2015 were \$907,000, compared with \$767,000 for the same period in 2014, representing an increase of \$140,000, or 18%.

The Company plans a full release of its results for the three months and year ended December 31, 2015 in March 2016.

Management's Comments

"We are pleased to announce our 2015 fourth quarter revenues in advance of investor conferences scheduled for early 2016. In the 2015 fourth quarter we achieved record total revenue, record disposable

5 Musick, Irvine, California 92618 949.900.6833

product revenue, and record reusable product revenue. We grew revenues 57% over the same quarter in 2014, and we are clearly seeing growing adoption of our ClearPoint System," said Frank Grillo, President and CEO of MRI Interventions. "Full year 2015 revenue of \$4.6 million represents an increase of 32% over 2014. Our customers are recognizing the value of our technology, especially in laser ablation procedures where our ClearPoint System can show improved accuracy, real time visualization during laser placement, and simplified work flow compared to alternative procedural approaches. We also saw strong interest in MRI-based approaches for local drug delivery at the annual Society of Neurologic Oncology meeting, where ClearPoint was featured in several presentations."

"As previously announced, we closed a private placement of our common stock and warrants in the 2015 fourth quarter that raised gross proceeds of \$5.3 million. With these funds, and the momentum in our business, we believe we are well positioned to drive the ongoing adoption and growth of our ClearPoint System."

About MRI Interventions, Inc.

Building on the imaging power of magnetic resonance imaging, or MRI, MRI Interventions is creating innovative platforms for performing the next generation of minimally invasive surgical procedures in the brain and heart. The Company's ClearPoint® System, which has received 510(k) clearance and is CE marked, utilizes a hospital's existing diagnostic or intraoperative MRI suite to enable a range of minimally invasive procedures in the brain. In partnership with Siemens Healthcare, MRI Interventions is developing the ClearTrace® System to enable MRI-guided catheter ablations to treat cardiac arrhythmias. For more information, please visit www.mriinterventions.com.

Forward-Looking Statements

Statements herein concerning the Company's plans, growth and strategies may include 'forward-looking statements' within the context of the federal securities laws. Statements regarding the Company's future events, developments and future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. The Company's actual results may differ materially from those suggested as a result of various factors. Particular uncertainties and risks include those relating to: estimates regarding the sufficiency of the Company's cash resources; the Company's ability to obtain additional financing; future revenues from sales of the Company's ClearPoint System products; and the Company's ability to market, commercialize and achieve broader market acceptance for the Company's ClearPoint System products. More detailed information on these and additional factors that could affect the Company's actual results are described in the "Risk Factors" sections of the Company's Form 10-K for the year ended December 31, 2014 and the Company's Form 10-Q for the quarter ended September 30, 2015, both of which have been filed with the Securities and Exchange Commission, as well as the Company's Form 10-K for the year ended December 31, 2015, which will be filed with the Securities and Exchange Commission.



Transforming minimally invasive neurosurgery by enabling real-time visualization with MRI

Forward Looking Statements



Certain statements in this presentation 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. Forwardlooking 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, and achieve full productivity from, our sales, clinical support and marketing capabilities; availability and adequacy of reimbursement from third party payors for procedures utilizing our products; 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; the impact of the commercial and credit environment on us and our customers and suppliers; and our ability to successfully complete the development of, and to obtain regulatory clearance or approval for, our ClearTrace system. More detailed information on these and additional factors that could affect MRI Interventions' actual results and the timing of events are described in its filings with the Securities and Exchange Commission. Except as required by law, MRI Interventions undertakes no obligation to publicly update or revise any forward-looking statements made in this presentation to reflect any change in MRI Interventions' expectations or any change in events, conditions or circumstances on which any such statements are based.

MRI Interventions Opportunity



Market Potential	 Market potential 55,000 potential ClearPoint procedures across multiple therapies
Navigation System for Multiple Therapies	 <i>Electrode placement</i> for deep brain stimulation <i>Laser Ablation</i> for ablation of epileptic foci or Brain Tumors <i>Brain Tumor Biopsy</i> for deep seated tumors <i>Precise Drug Delivery</i> to target lesions
Opportunity to Attract Multiple Players	 Area of interest to large medical device companies Medtronic, St. Jude and Boston Scientific investing in neuro market MRI Scanner Companies embracing MRI-guided therapies Drug Companies pursuing direct delivery
Uniquely Positioned	 Focused commercial effort in neurosurgery; FDA/CE approved products Delivery platform for multiple therapies Established, proprietary IP position Recent restructuring complete

MRI Interventions: <u>Real Time MRI</u> Guided Surgery



First-to-market technology platform enabling real-time MRI guided surgery; FDA-cleared, CE-marked and 40+ ClearPoint sites

Focused commercialization of neuro platform underway; recent restructuring complete

Attractive razor/razorblade business model with strong potential margins

Compatible with all major MRI manufacturers; Interoperability w/ Medtronic, Monteris, neuro products

Established intellectual property portfolio

Professional management team with relevant medical device commercialization experience: Intuitive, Medtronic, Kyphon, Boston Scientific, ev3, Edwards Lifescience, Cordis

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Leadership – A History of Med Device Experience



Executive Frank Grillo		Title	Prior Experience
Peter Piferi		President, CEO	HeartWare Cordis.
Wendelin Ma	aners	VP Marketing	Scientific Ocsa MEDICAL
Robert Korn		VP Sales	Medtronic Codman
Hal Hurwitz		CFO	
			pwc ev3
organ Keegan	Maria Sainz CARDIOKINETICS Concentric Stryker BUIDANT	Dr. Phillip Pizzo	Pascal Girin WRIGHT:

Technology: ClearPoint[®] Neuro Navigation System

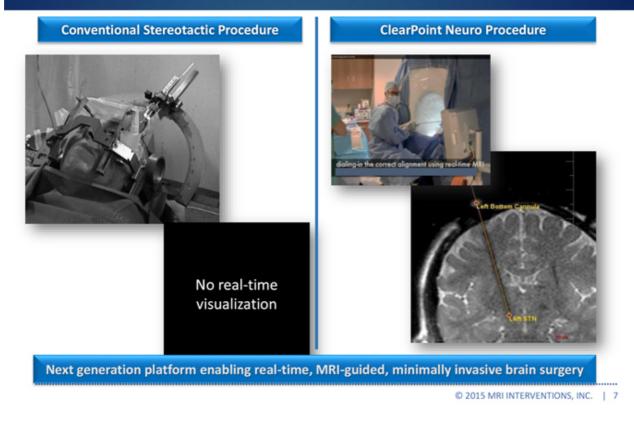


Navigation System consisting of Integrated Devices and Software for Real-Time, MRI Guided, Minimally Invasive Neurosurgical Procedures



Without ClearPoint, minimally invasive neuro procedures are performed "blind"







ClearPoint Procedure Overview







SmartFrame® Trajectory Guide



SmartFrame® Hand Controller



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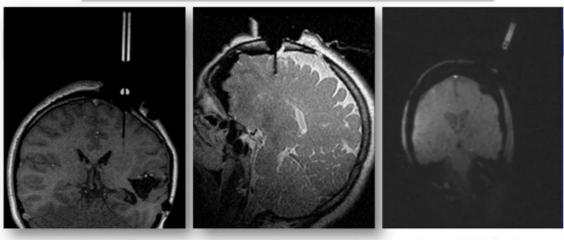
Trajectory Alignment & Device Insertion



ClearPoint Procedure Overview



Delivery of Neurological Therapy



Drug Delivery¹

Electrode Placement

Laser Ablation²

.....

 Drug Delivery - The SmartFlow* cannula received 510(k) clearance for injection of cytarabine, a chemotherapy drug, to the ventricles or removal of CSF from the ventricles during intracranial procedures. Delivery of other therapeutic agents, and delivery of agents to other areas of the brain, using the SmartFlow cannula is investigational.
 Laser Ablation - MR Thermometry is an MRI-based functionality available on most MR scanner platforms and it is a feature built into products from several

2) Laser Ablation - MR Thermometry is an MRI-based functionality available on most MR scanner platforms and it is a feature built into products from several third party vendors. The ClearPoint system enables MRI-guided procedures and allows physicians to use this inherent MR capability during a procedure.

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ClearPoint Hospital Economics



Increase Patients

- Better potential patient experience provides hospitals the opportunity to reach additional patient populations that may otherwise forego surgery
- 65% of eligible DBS patients refuse treatment, due to fear of surgery⁽¹⁾

Established, Attractive Reimbursement

Move procedures from the more expensive OR to the less expensive MR suite, with equivalent reimbursement \$6,000

\$5.000

\$4,000

\$3,000

\$2,000

\$1,000

\$0

\$1,200/hour

Improved Utilization of Existing MRI's

- 1 hour of MR Scanner time used for ٠ diagnostic imaging could generate \$1,200⁽²⁾
- 1 hour of MR scanner time used for a ٠ ClearPoint procedure could generate \$5,275(3)
- Utilizes existing MRI's already in hospital ٠

(1) Medtronic Investor Presentation, June, 2014

(2) Estimated average US hospital-based MRI suite revenue per hour for outpatient diagnostic scans, based on data gathered by MRI Interventions. Excludes professional fees. Actual revenues will vary by hospital, procedure and payor.

⁽³⁾ Based on a weighted average payment to MRI Interventions' customers (as of September 2014) for an electrode placement procedure for Medicare and private insurance patients, calculated by MRI Interventions using a payor mix weighted 67% to average Medicare reimbursement and 33% to average private insurance reimbursement. Average Medicare reimbursement calculated as the weighted average Medicare payment for MRI Interventions' customers (as of September 2014) for an electrode placement procedure under MS-DRGs 025, 026 and 027. Average private insurance reimbursement calculated as 1.5x Medicare reimbursement, based on published data. Hourly amount assumes 4.5 hour procedure duration. Excludes professional fees. Actual revenues will vary by hospital, procedure and payor.

Multi-Therapy MRI-Guided Navigational System



Notable Neurosurgeon Supporters





Published Peer-Reviewed Journal Support



Emory University



Dr. Robert Wharen, Jr. Mayo Clinic -Jacksonville



Dr. Krys Bankiewicz Bankiewicz Lab, UCSF



Dr. Russ Lonse OSU - NIH



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Patented Intellectual Property Close to 100 issued patents around the world



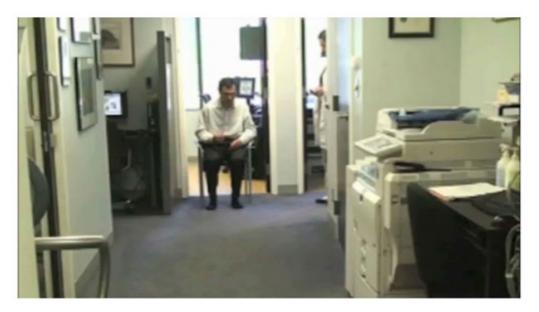
50+ U.S. Pate	nts 45+ 0	OUS Patents	40+ U.S. Patent Applicat	50+ OUS at Applications

- Issued patents cover areas such as: MRI-guided surgical systems that include software and devices; the SmartFrame® trajectory guide; other ClearPoint® disposable components; active intracranial probes; MRI-compatible catheters and Hand Drill; MRI-safety technology; Scalp Mount Base
- · Key ClearPoint-related patents do not begin to expire until 2027

Patient Impact



Martin's Story ClearPoint-Enabled Electrode Placement



Patient Benefit – Minimally Invasive Procedure



7 days after ClearPoint procedure – Arrow Indicates Surgery Site



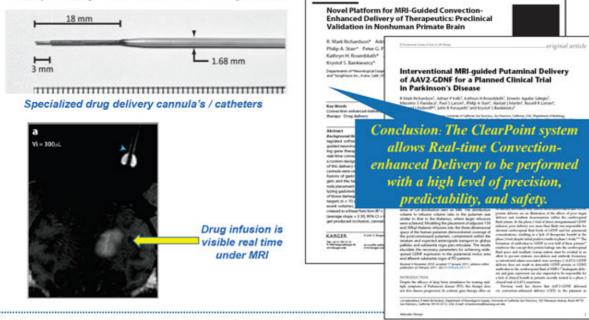
ClearPoint Drug Delivery



Respond Separate 78, 2010 Accepted Provide Accepted Public Accepted Provide Accepted Provide Accepted Accepted

original article

- · MR visualization of neuro target
- MR-guided placement of catheter •
- Therapeutic agent delivered under MR-guidance* •



© 2015 MRI INTERVENTIONS, INC. | 17 * CAUTION: SmartFlow[™] Cannula is approved for Injection of Cytarabine or removal of CSF from the ventricles during intracranial procedures. Uses other than the approved indication are limited by Federal law to investigational use.

Stareptactic -- Functional

Serectal Funct Reaccurg 201,80141-61

MRIC's Unique Opportunity for Drug Delivery

Major Challenges in Delivering Drugs to the Brain

- Blood brain barrier blocks systemic delivery of almost all drugs up to 98% of small molecules
- Direct injection without ClearPoint is blind, so target can frequently be missed
 - Neopharm Trial 51% of 572 catheters failed to meet all positioning criteria

Major Benefits of Drug Delivery with ClearPoint

- Neurosurgeon can see that target is reached
- Eliminates the blood brain barrier issue; Reduces/eliminates unwanted systemic side effects; Reduces dosage levels (as little as 1/300th of systemic volumes)

Business Model – MRIC Partners with Drug Companies and Researchers

- MRIC provides ClearPoint; Drug company provides drug candidate
- Drug company/sponsor pays for trial
- If drug is approved, MRIC gets device revs (~\$7000/case); Drug co gets drug revs

١	IL13 for Brain Tumor – Phase 1 study at NIH - Sponsored by NIH	SANOFI	AAV2-hAADC for Parkinson's disease - Phase 1 study at UCSF - Sanofi – Genzyme; Michael J. Fox Foundation
()	Radio Immunotherapy for Brain Tumor – Phase 1 Study at MSK - Sponsored by the Memorial Sloan-Kettering Cancer Center	uniQure	AAV2-GDNF for Parkinson's disease - Phase 1 study at the NIH - uniQure, B.V.
MILLIANCK	Nanoliposomal Irinotecan for Brain Tumor – Phase 1 Study at UCSF - Merrimack Pharmaceutical		

The ClearPoint Difference



Without ClearPoint (Stereotactic)	With ClearPoint
No direct visualization; Performed in an operating room	Direct, high resolution visualization; Performed in an MRI Suite
Accuracy to target based on prior images	Highly accurate, based on real time images
Patient may be awake for own brain surgery ⁽¹⁾	Patient may be under general anesthesia ⁽¹⁾
Long OR time for the patient – Can be up to 8 hours	Shorter procedures – Can be 3 hours or less
May require OR and MRI for same procedure (laser ablation)	MRI only procedure - One procedure, one place
Poor economics for hospital and physician	Attractive economics for hospital and physician

Better for Patients

Better for Surgeons

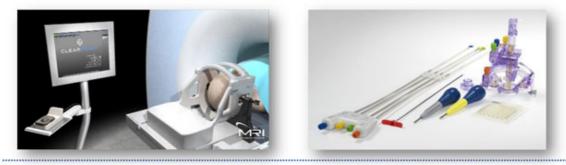
Better for Hospitals

(1) Microelectrode recording and macrostim are processes that involve listening to neuronal firings (i.e., physiological recordings) and observing physiological responses to stimuli during brain surgery. In connection with our \$10(k) clearance in 2010, the FDA requested a warning within ClearPoint's Instructions for Use based on the lack of data with respect to deep brain stimulation (DBS) procedures. The warning states that the ClearPoint system, alone, should not be used to guide a DBS lead to a specific brain target and that final placement of DBS leads requires physiological recordings to confirm that they are located in the correct brain target and functioning as intended.



BUSINESS MODEL - RAZOR / RAZORBLADE

- ClearPoint Hardware/Software: \$100,000 \$150,000 ASP
- ClearPoint Disposables: \$7,500 (average) ASP per procedure with potentially strong margins
- Recurring revenue from the sale of disposables
- Procedures covered by existing inpatient DRG reimbursement codes



Growing the ClearPoint Footprint Installed Base of 39 sites in the US





ClearPoint US Market Opportunity



	<u>Parkinson's</u>	<u>Epilepsy</u>	<u>Brain Tumors</u>
Total Prevalence (US)	1,500,000	2,200,000	80,000 (annual diagnosis)
Prevalence – Drug Treatment Resistant (DTR)	125,000	264,000	
Incidence – DTR	7,500	18,000	Resections: 80,000 Stereotactic Biopsy: 10,000
ClearPoint Enabled Therapy	Electrode Placement (DBS)	Laser Ablation RNS ¹	Biopsy / Laser Ablation / Drug Delivery
Potential ClearPoint Procedures, Annually ²	12,500	28,000	14,500

55,000+ Potential Procedures Per Year

Note: Prevalence and Incidence based on either market research conducted by a third party on behalf of MRI Interventions or research conducted by MRI Interventions of publicly available sources. (1) Responsive neurostimulation device (RNS) (2) Potential Annual ClearPoint Procedures hased upon 5% of prevalence and 85% of incidence; Potential Annual ClearPoint Procedures for brain tumors based on market research conducted by a third party on behalf of MRI Interventions.

ClearPoint Future Opportunities Multiple Therapies for Future Growth

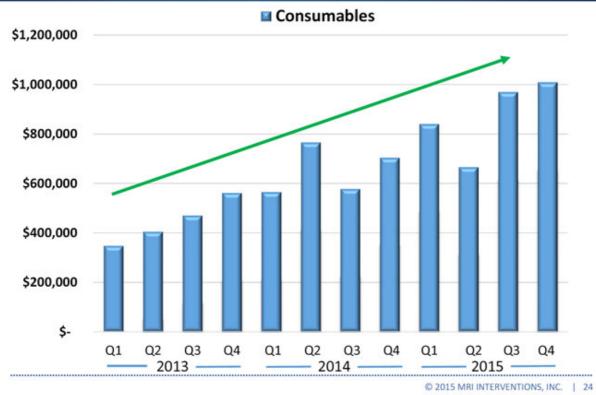
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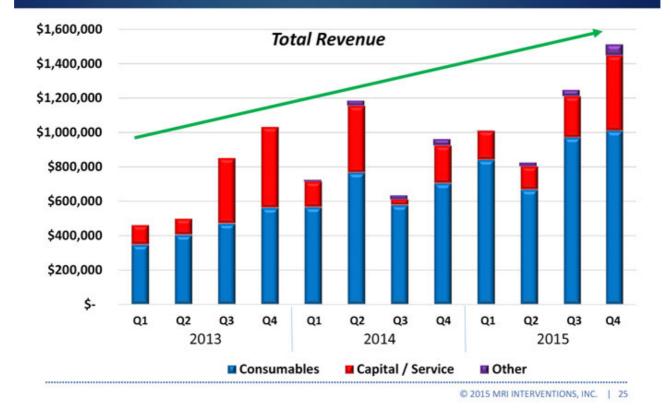
<u>Neuro Disorder</u>	<u>Patient</u> Population	Treatment Resistant Patient Population	<u>ClearPoint Enabled</u> <u>Therapy</u>	<u>Current Status</u>
Dystonia	250,000	25,000	DBS	Active Use, HDE
OCD	3,300,300	100,000	DBS	Active Use, HDE
Severe Depression	6,000,000	1,200,000	DBS	IDE Trials (DBS)
Parkinson's Disease	1,500,000	125,000	Drug Delivery	Clinical Trials – Phase 1
Brain Tumors (GBM)	11,000	11,000	Drug Delivery	Clinical Trials – Phase 1
Huntington's	30,000	30,000	Drug Delivery	Pre-Clinical
ALS	30,000	30,000	Drug Delivery	Pre-Clinical
Alzheimer's	5,400,000	500,000	DBS	Research

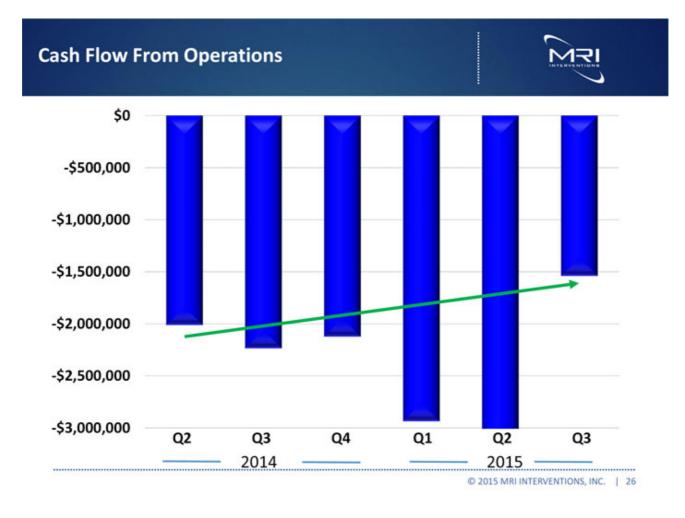
ClearPoint Consumable Revenues





Total Revenue, 2013 - 2015





Commercial Priorities



Increase Utilization	 Focus on adding surgeons at existing accounts Target high volume sites, including epilepsy and tumor neurosurgeons within each account; gain greater share of their procedures Add Clinical Specialists and sales reps to commercial team; compensate for utilization growth
Enhance Communication	 Increase peer-to-peer events, presence at trade shows Highlight existing data on ClearPoint applications to neurologists and neurosurgeons Communicate value proposition across procedures: Accuracy Real time visualization Improved workflow Increase patient volume
Expand Account Base	 Identify highest volume potential accounts across multiple procedures Support local hospital marketing efforts Capitalize on interest in drug delivery to expand in oncology accounts Add sales reps
Achieve Cash Breakeven	 Tightly control working capital, consumption of cash Hire additional personnel only in key functions – commercial team; engineering

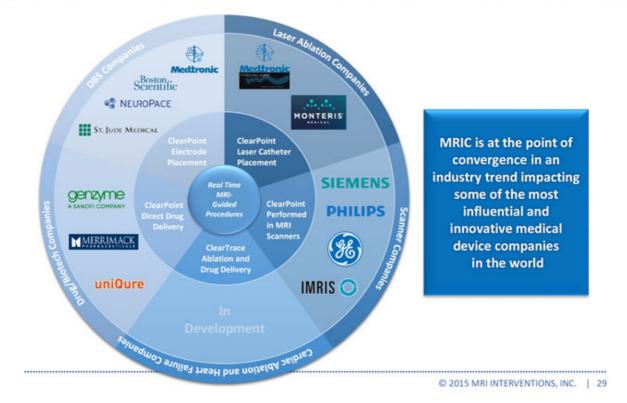
R&D Priorities

Software 2.0	 Seek significant upgrade to existing software; include real time fusion, enhanced graphic and User Interface Technology licenses near complete with three additional software companies for this effort 	
OR SmartFrame	 Through partnership(s), expand our products and brand into the operating room for CT based neuro procedures 	
Drug Delivery	 Establish additional drug delivery partnerships, and participate in additional clinical trials Become the neuro <u>drug delivery device</u> partner of choice 	18 mm
Procedure Enhancements	 Continue to enhance product line with a focus on procedure simplification and consistency 	Bolt Driver for Laser Ablation
	0	2015 MRI INTERVENTIONS, INC. 28

MRI

At the Center of an Emerging Industry Trend







Ticker: MRIC

MRI Interventions, Inc. Irvine, CA

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mriinterventions.com



Transforming minimally invasive neurosurgery by enabling real-time visualization with MRI