

**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):
October 3, 2017

MRI INTERVENTIONS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

001-34822
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The annual meeting of the stockholders of MRI Interventions, Inc. (the “Company”) was held on October 3, 2017 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted to approve the adoption of the MRI Interventions, Inc. Second Amended and Restated 2013 Incentive Compensation Plan (the “Plan”). The Company’s Board of Directors had previously adopted and approved the Plan, subject to stockholder approval. A description of the terms and conditions of the Plan is set forth in the Company’s 2017 Proxy Statement, filed with the Securities and Exchange Commission on September 5, 2017 (the “Proxy Statement”) under “Proposal 3 — Approval of Second Amended and Restated 2013 Incentive Compensation Plan,” and such description is incorporated herein by reference. The descriptions set forth herein and in the Proxy Statement are summaries and are qualified in their entirety by the full text of the Plan, a copy of which is incorporated by reference to Exhibit 10.1 to this Current Report on Form 8-K.

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

At the Annual Meeting, the Company’s stockholders considered and voted on the following proposals:

- (1) The election of seven directors to serve until the 2018 annual meeting of stockholders;
- (2) The ratification of the appointment of Cherry Bekaert LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017; and
- (3) The approval of the Company’s Second Amended and Restated 2013 Incentive Compensation Plan.

The final voting results for each proposal are described below. For beneficial owners holding the Company’s common stock at a bank or broker institution, a “broker non-vote” occurred if the owner failed to give voting instructions, and the bank or broker was otherwise restricted from voting on the owner’s behalf.

1. **Election of Directors.** The following named persons were elected as directors of the Company to serve until the 2018 annual meeting of stockholders or until their successors have been duly elected and qualified or until their earlier death, resignation, disqualification or removal. The votes were cast as follows:

	For	Withheld	Broker Non-Votes
R. John Fletcher	4,479,721	247,772	1,716,322
Pascal E.R. Girin	4,479,566	247,927	1,716,322
Francis P. Grillo	4,473,331	254,162	1,716,322
Kimble L. Jenkins	4,168,057	559,436	1,716,322
Timothy T. Richards	4,478,646	248,847	1,716,322
Maria Sainz	4,479,731	247,762	1,716,322
John N. Spencer, Jr.	4,478,846	248,647	1,716,322

2. **Ratification of Independent Registered Public Accounting Firm.** The stockholders ratified the appointment of Cherry Bekaert LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017. The votes were cast as follows:

For	Against	Abstain
6,304,717	5,605	133,493

3. **Approval of the Second Amended and Restated 2013 Incentive Compensation Plan.** The stockholders approved the Company’s Second Amended and Restated 2013 Incentive Compensation Plan. The votes were cast as follows:

For	Against	Abstain	Broker Non-Vote
3,795,904	758,380	173,209	1,716,322

Item 7.01. Regulation FD Disclosure

On October 3, 2017, MRI Interventions, Inc. posted an updated investor presentation to its website at <http://ir.stockpr.com/mriinterventions/investor-presentation>. A copy of the investor presentation is being furnished herewith as Exhibit 99.1. 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 99.1 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 99.1 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 investor presentation, 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 other public disclosure.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	MRI Interventions, Inc. 2013 Second Amended and Restated Incentive Compensation Plan. (filed as Appendix A to MRI Interventions, Inc.’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 5, 2017 and incorporated herein by reference).
99.1	Investor Presentation dated October 2017.

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: October 3, 2017

MRI INTERVENTIONS, INC.

By: /s/ Harold A. Hurwitz

Harold A. Hurwitz
Chief Financial Officer



Investor Presentation

October 2017



Forward Looking Statements

Statements herein concerning MRI Interventions, Inc. (the “Company”) 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. Uncertainties and risks may cause the Company's actual results to differ materially from those expressed in or implied by forward-looking statements. Particular uncertainties and risks include those relating to: the Company’s ability to obtain additional financing; estimates regarding the sufficiency of the Company’s cash resources; 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” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, which has been filed with the Securities and Exchange Commission, and our most recently filed Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, which will be filed with the Securities and Exchange Commission on or before August 15, 2017.



MRIC: The Platform Company for MRI-Guided Therapies

- **MRI Interventions: Leader in the Delivery of MRI-Guided Therapies**
 - Primary Innovator in the Field, grown out of the Advanced MR department at Johns Hopkins
 - Extensive Intellectual Property position: 70+ issued US patents, 45 international
 - Proven track record for conceiving, developing, commercializing and securing clinical adoption for our MRI-guided therapy platform
- **Rapidly Growing Commercial Business; Established the Industry Platform for MRI-guided, Minimally-Invasive Neurosurgery**
 - Strong and growing clinical footprint: 48 hospitals in the US
 - Accelerating adoption, revenue growth: 8 successive quarters of record procedures
 - Current procedures include DBS electrode placement, laser ablation, biopsy, drug delivery
 - MRIC's platform integrates with products from multiple companies (med device companies, imaging companies, biotechs)
- **Expanding Platform into Adjacent Areas to Address Additional Unmet Medical Needs**
 - Expanding platform into the stroke market; Joint Development Agmt with Mayo Clinic
 - Expanding our capabilities, adding novel ultrasound ablation technology via Co-Dev Agmt with Acoustic MedSystems; initial market is pancreatic cancer
 - Leveraging our existing platform, install base and technologies to enable a rapid, cost-effective path to additional markets



Why MRI-Guided Therapies?

- **Image-guided Therapeutic Procedures Have Become a Mainstay in U.S. Healthcare**
 - 1.2 Million Arthroscopic Procedures
 - 1.5 million Fluoroscopic Procedures
 - 4.0 Million Laparoscopic Procedures
- **MRI Guided Therapeutic Procedures are the Next Step in this Trend**
 - Unique capabilities that no other imaging modality can provide
 - High resolution, three-dimensional, continuous, no radiation
- **MRI-Guided Procedures are Uniquely Positioned to Address Significant Unmet Medical Needs**
 - Functional neurological diseases (e.g., Parkinson's disease, Epilepsy)
 - Untreatable hemorrhagic stroke (e.g., intracerebral hemorrhage)
 - Certain cancers (e.g., brain, pancreas)



Our MRI-Guided Therapy Platform is Currently Being Used to:

Implant Neuro Stimulation Products from:

- Medtronic
- St. Jude Medical
- NeuroPace



Place Laser Ablation Probes from:

- Medtronic-Visualase
- Monteris Medical



Deliver Drugs and Biologics from:

- Voyager
- Medicenna
- Oxford Biomedica
- International Stem Cell Corporation



MRIC Platform Runs on All Major Scanners:

- Siemens
- GE
- Philips
- IMRIS



Broad and Growing User Base of Leading Neurosurgeons

ClearPoint® Is Installed in 50 Top US Hospitals and Growing

*UC San Francisco
San Francisco VA
Stanford Univ
UCSF Benioff Childrens
USC
UC San Diego
Univ of Colo
Univ of Utah
Univ of Arizona
Cook Children's
MD Anderson
Methodist Hosp
Texas Children's Hosp
Riverside
Nationwide Children's
Children's Mercy
Kansas Univ Med Center
Univ of Wisconsin
Spectrum Health
Ohio State Univ
Univ of Cincinnati*



*Univ of Michigan
Brigham & Women's
Boston Children's
Yale Univ
Univ of Pitt Med Center
Memorial Sloan Kettering
Hackensack Univ Med Center
Nat. Institutes of Health
Nat Children's Hospital
Children's Hosp of Philadelphia
Univ of Virginia
Emory University
Carillion
Duke University
Children's of Alabama
CHOA Scottish Rite
Willis Knighton
Mayo Clinic Jacksonville
Miami Children's*

Strong Commercial Sales and Clinical Support Teams in Place



Foundation of Our Platform:

ClearPoint Neuro Navigation System



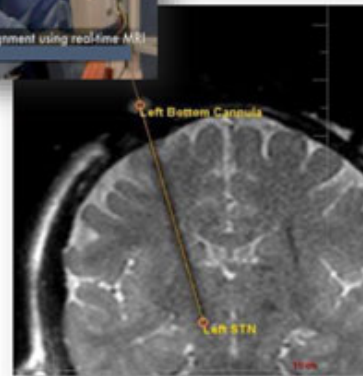
Without ClearPoint, Minimally Invasive Neuro Procedures Are Performed “Blind”

Conventional Stereotactic Procedure



No real time
images – images
from earlier in the
day or week

ClearPoint Neuro Procedure




ClearPoint Neuro Navigation System: MRI-Guided NeuroSurgical Platform

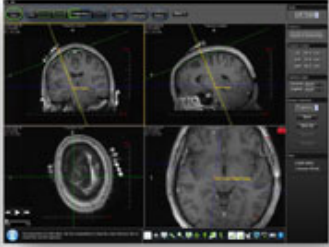
ClearPoint Components:

Capital Sale

Reusable Hardware Components



Integrated Software



Recurring Revenue

Single-Use, Disposable Components



Emory University Hospital



Univ. of California San Francisco
Medical Center

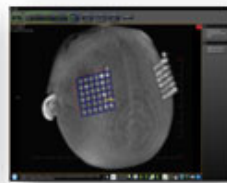
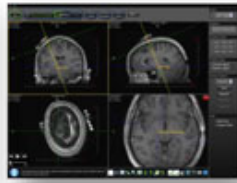


Univ. of Pittsburgh
Medical Center



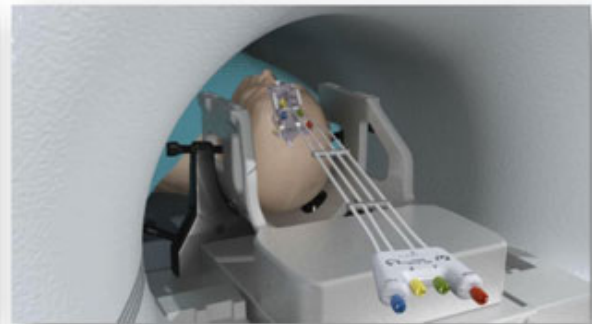
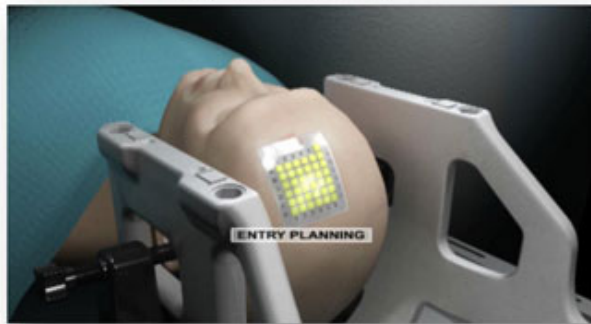
Details on Our ClearPoint Neuronavigation System Platform

ClearPoint Procedure Overview:



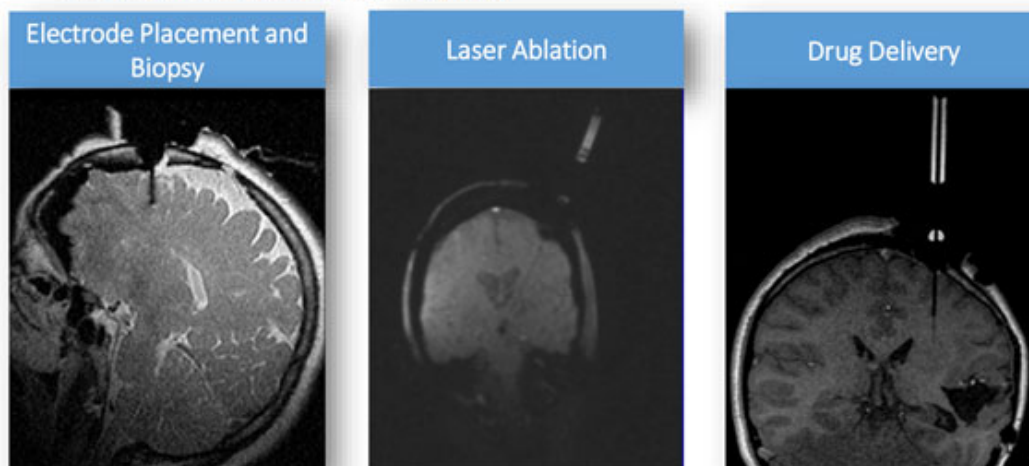
ClearPoint Video
Entry and Trajectory

ClearPoint Video
Alignment and Insertion



Multiple Clinical Applications for Our ClearPoint System

MRI-Guided Therapy Platform



Delivering Therapies to Address Significant Unmet Medical Needs:

- Parkinson's disease, Epilepsy, Brain Tumor, Dystonia

Enabling Multiple Therapies from Multiple Companies:

- Electrode Placement: Medtronic, St. Jude, Neuropace Laser Ablation: MDT/Visualase, Monteris
Drug Delivery: Voyager, Medicenna, Oxford Biomedica, Int'l Stem Cell

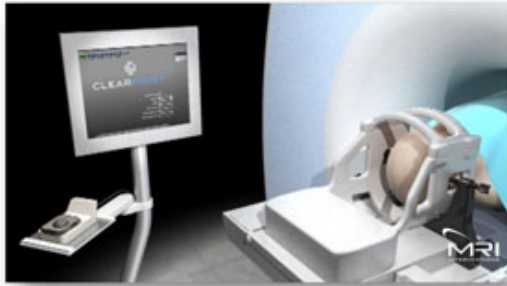
(1) Laser Ablation - MR Thermometry is an MRI-based functionality available on most MR scanner platforms and it is a feature built into products from several third party vendors. The ClearPoint system enables MRI-guided procedures and allows physicians to use this inherent MR capability during a procedure.

(2) 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.

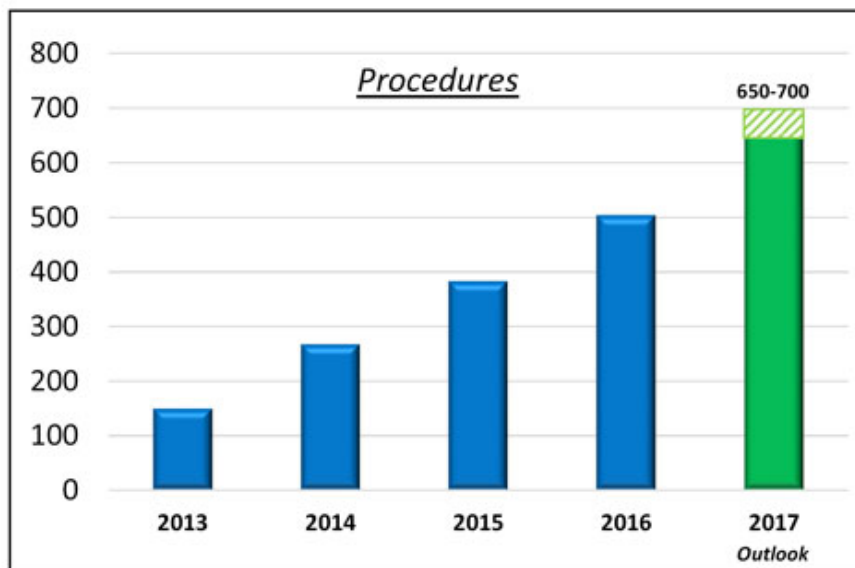


Strong Business Model for Our Core MRI-Guided Navigation Platform

- ClearPoint Hardware/Software: \$100,000 - \$150,000 ASP
- ClearPoint Disposables: ~\$7,500 ASP per procedure with strong margins
- Recurring revenue from the sale of disposables
- Procedures covered by existing inpatient DRG reimbursement codes
- Same razor/razorblade model applies to future product sales



ClearPoint Neurosurgical Procedure Growth



CAGR, 2013 – 2016: 46%

- Q1, 2017: 146 Procedures
- Q2, 2017: 162 Procedures
- Nine quarters in a row of procedure growth



Expanding Our Platform:

New Procedural Applications



Expanding MRIC's MRI-Guided Therapy Platform

Benefits Larger Patient Populations

First, MRIC established the Capability of the Platform...

- ✓ Began with Electrode Placement (DBS) – Parkinson's disease, dystonia
- ✓ Expanded to Biopsy – Brain Tumor
- ✓ Expanded to Laser Ablation Probe Placement – Epilepsy and Brain Tumor
- ✓ Expanded to Drug Delivery – Parkinson's Disease and Brain Tumor

...now, Expanding the Reach of the MRI-Guided Platform

- ✓ Expanding into the Stroke Market – Intra-Cranial Hemorrhage
- ✓ Adding Novel Ablation Technology to Platform – Initial focus in Pancreatic Cancer



Expanding into the Stroke Market

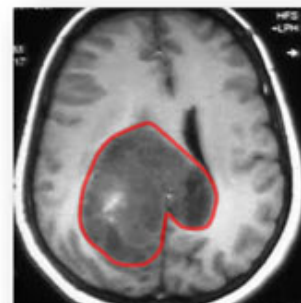
Leveraging Existing Capabilities and Install Base

Expanding the Reach of the MRIC Platform into the Stroke Market

- Joint Development Agreement with Mayo Clinic
- Dr. Bernard Bendok, Chair of Neurosurgery, Mayo Arizona

Large Stroke Market

- 5th leading cause of death in US
- Leading cause of permanent disability
- Affects 800,000 people in the US every year



Initial Stroke Product (ClearAway™) Targets Intracerebral Hemorrhage (ICH)

- Only major stroke subtype w/o clearly effective therapy – major unmet medical need
- Affects 80,000 to 100,000 people in the US each year
- MRIC market opportunity is 12,000 to 15,000 cases/year

Our MRI-Guided Approach to Intra Cerebral Hemorrhagic Stroke

Current Approaches for Hemorrhage Removal and Decompression are Inadequate:

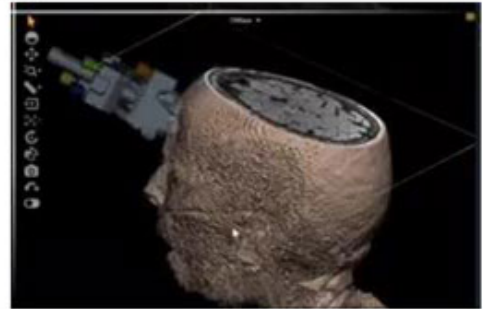
- Open craniotomy provides visibility but is highly invasive, destroys brain tissue
- Minimally Invasive approach has very limited ability to quantify volume reduction of the hemorrhage or monitor subsequent bleeds

Our Unique ClearAway MRI-Guided Therapy Approach to ICH

- Detailed, continuous, high resolution, 3 dimensional visibility
- Minimally invasive approach

Expected Path to Market

- Builds directly on our ClearPoint Platform
 - ClearPoint software and hardware; SmartFrame
 - Hemorrhage aspiration components
- Potential 510(k) regulatory path
- Projected market introduction as soon as 12-18 months



U.S. Market Opportunity = \$72 million to \$90 million

95% of Our Existing ClearPoint Adult Sites Have a Stroke Program!



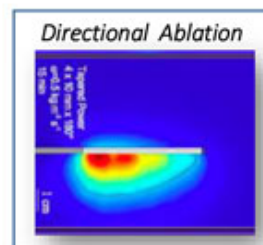
Expanding our Platform with a Novel Ablation Technology *Co-Development Agreement Will Add Additional Capabilities*

License and Co-Development Agreement with Acoustic MedSystems (AMS)

- Leading developer of ultrasound ablation technologies and systems
- Base technology has 510k clearance
- Initial license areas: WW Excl. for Pancreatic Cancer, Excl. Option for Brain Applications

AMS Ultrasound Technology Provides Unique Capabilities over Other Ablative Energy Sources

- Precision ablation over small and large areas
- Directional and depth control
- “Protected Zone” between transducer and ablated tissue



AMS Ultrasound Technology Works with MRI Interventions' Technology

- MRI-friendly components
- Enhanced by real-time, MRI-guidance
- Can incorporate real-time MRI-thermometry



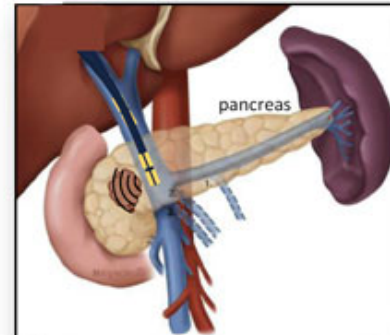
Co-Development Focused First on Pancreatic Cancer Market

Pancreatic Cancer Market – Major Unmet Medical Need

- 50,000 patients in US diagnosed annually
- 10,000 to 15,000 cases annually are localized, non-metastatic tumors, but untreatable because of the tumor location

Our Therapeutic Approach Targets Untreatable Tumors

- Vascular access to get near the tumor
- Apply ultrasound energy to ablate the tumor
- Destroy the tumor
- Preserve the vessel



Expected Path to Market

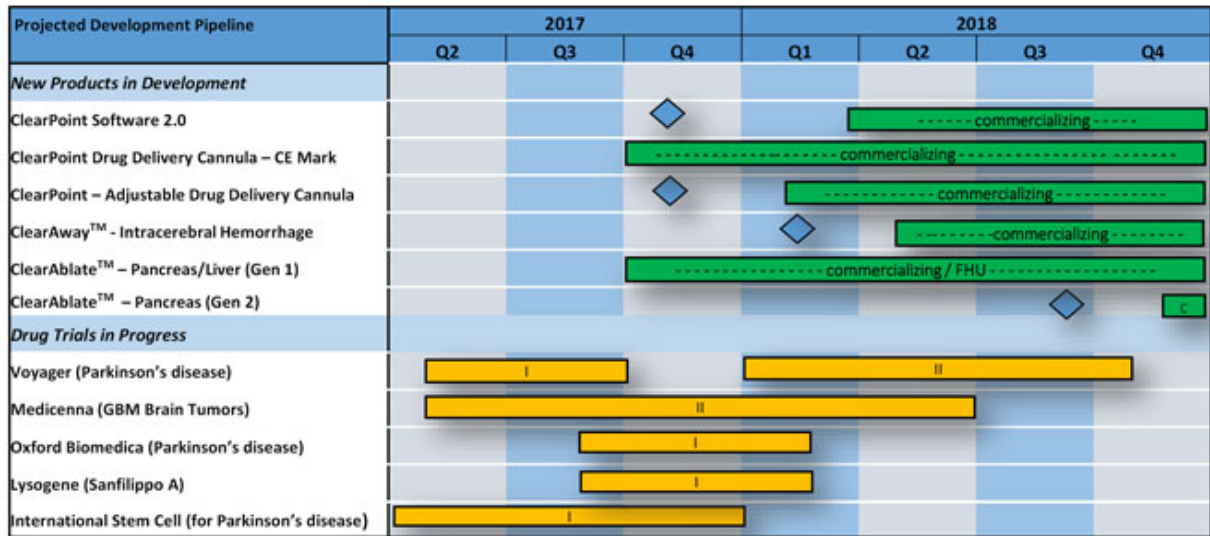
- Begin limited human use of existing AMS products in September
- Projected market introduction of integrated pancreatic cancer product as soon as 18 - 24 months
- Potential 510(k) regulatory path

U.S. Market Opportunity = \$50 million to \$75 million



Strong Pipeline of New Products to Add to our Existing Products

Leveraging our MRI-Guided Therapy Platform



◆ 510(k) filed

■ Commercializing

I Phase I

II Phase II



Addressable Markets for our MRI-Guided Therapy Platform

	Functional Neurosurgery Market			Stroke	Oncology	Drug Delivery Market	
	Parkinsons	Epilepsy	Brain Tumor	ICH	Pancreas	Parkinson's	Brian Tumor
Prevalence	1,500,000	2,200,000	80,000	90,000	50,000	1,500,000	80,000
Annual Potential Procedures	12,500	28,000	15,000	13,500	12,500	25,000	26,000
Est. Average Selling Price	\$7,500	\$7,500	\$7,500	\$6,000	\$5,000	\$14,000	\$8,000
Annual Market Opportunity	\$93 Million	\$210 Million	\$112 Million	\$81 Million	\$62 Million	\$350 Million	\$208 Million



Note: Market sizes for brain tumor, ICH and Pancreatic cancer are incidence numbers because of the nature of those diseases. Prevalence numbers are 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.

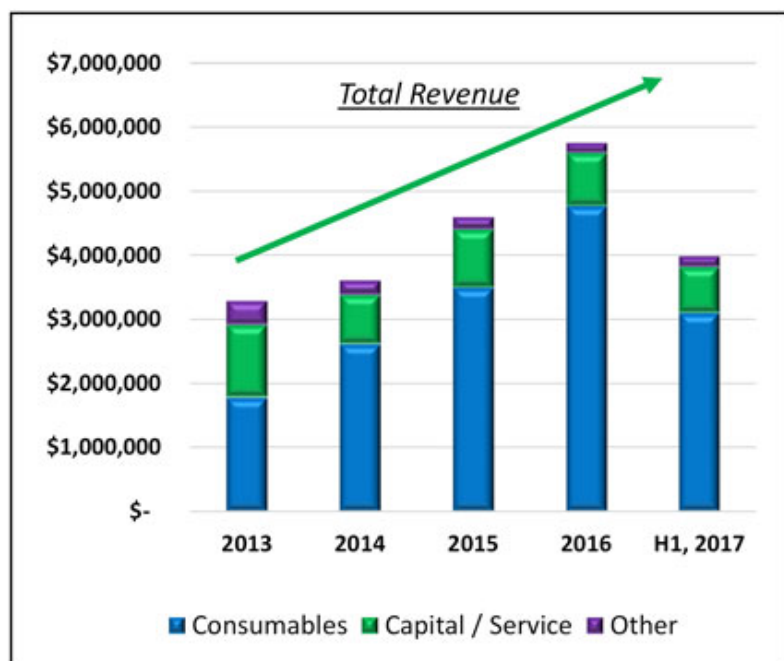




Financials



Revenue Growth Accelerating...



Total CAGR since 2014: 26%

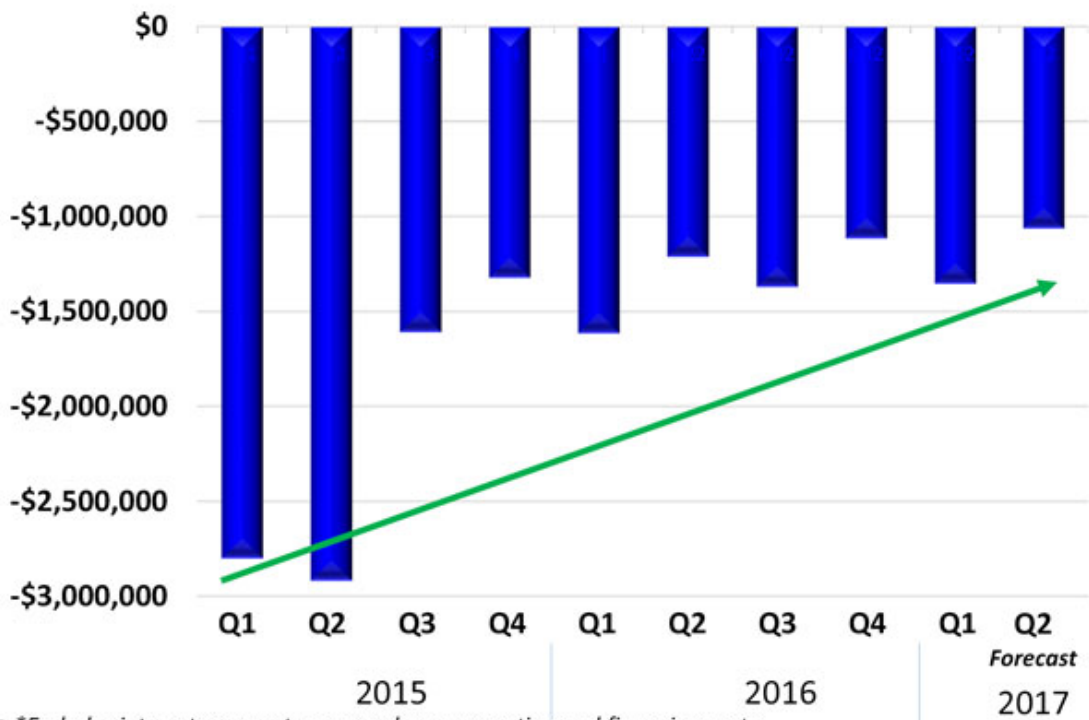
Disposable Product CAGR: 35%

Other Results of Note:

- 9 Quarters in a row of increasing procedures as of Q2, 2017
- Installed at 50 of 250+ target US neurosurgery centers
- H1 2017 revenue of \$4.0 mm
- Q2, 2017 up 79% vs. Q1, 2016



Cash Flow From Operations*: 2015 – Q2, 2017



*Excludes interest payments, non-cash compensation and financing costs

Income Statement, Last 5 Quarters

	Quarter Ended				
	Jun-16	Sep-16	Dec-16	Mar-17	Jun-17
Revenues:					
Disposable product revenues	\$ 1,030	\$ 1,272	\$ 1,363	\$ 1,663	\$ 1,434
Reusable product revenues	37	309	224	259	459
Total product revenues	1,067	1,581	1,587	1,922	1,893
Service revenues	37	35	48	85	83
Total revenues	1,104	1,616	1,635	2,007	1,976
Cost of product revenues	521	748	677	752	798
Gross profit	583	868	958	1,255	1,178
Gross profit %	53%	54%	59%	63%	60%
Total operating expenses	2,638	2,578	2,748	2,608	3,000
Operating loss	(2,055)	(1,710)	(1,790)	(1,354)	(1,822)





Experienced Medical Device Management Team

Management Team

Frank Grillo	CEO	  
Peter Piferi	COO	  
Wendelin Maners	VP Sales & Mrktg	 
Hal Hurwitz	CFO	 

Board of Directors

<p>Kimble Jenkins, Chairman</p>  <p>Morgan Keegan Morgan Keegan & Coopers, Inc.</p>	<p>Maria Sainz</p> <p>CARDIOKINETICS</p>  <p>stryker</p> <p>GUIDANT</p>	<p>John Fletcher</p>  <p>FLETCHER SENGITT INC.</p> <p>Managing Partner, Founder</p>	<p>Pascal Girin</p>  <p>WRIGHT</p>  <p>ev3</p>	<p>Timothy Richards</p>  <p>VNUS</p>  <p>COVIDIEN</p>  <p>B BRAUN</p> <p>SHARING EXPERTISE</p>	<p>Frank Grillo, CEO</p>  <p>INTUITIVE SURGICAL</p>  <p>KYPHON</p>  <p>Boston Scientific</p>
<p>Jack Spencer</p>  <p>ERNST & YOUNG</p>					



Summary

Significant Value in Owning the MRI-Guided Therapy Platform

Leader in this Field

- Primary Innovator, Established Clinical Footprint, Industry Integration, IP

World-Class Research Institutions Behind All Major Initiatives

Proven Ability to Develop, Commercialize and Secure Clinical Adoption of our Platform

Leveraging our Prior Investment to Cost-Effectively Expand into Stroke Market

Adding a Unique Ultrasound Ablation Capability to Broaden our Platform

Strong Revenue Growth and a Strong Product Pipeline

