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): March 11, 2019

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)

eck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the roof the following provisions:	egistrant under
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))	
icate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities A 30.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).	et of 1933
Emerging G	rowth Company 🗆
n emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition per hany new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box	riod for complying

Item 2.02. Results of Operations and Financial Condition.

On March 11, 2019, MRI Interventions, Inc. (the "Company") issued a press release announcing its financial performance for the fourth fiscal quarter and fiscal year ended December 31, 2018. 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 March 11, 2019, 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 99.2. 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 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, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished herewith:

Exhibit 99.1 Press Release dated March 11, 2019.
Exhibit 99.2 Investor Presentation dated February 2019.

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: March 11, 2019 MRI INTERVENTIONS, INC.

By: /s/ Harold A. Hurwitz

Harold A. Hurwitz Chief Financial Officer



MRI Interventions Reports 36% Increase in Fourth Quarter Revenue and Record Quarterly ClearPoint® Cases

Fourth Quarter Cash Burn from Operations Reduced to \$600,000

IRVINE, CA, March 11, 2019 – MRI Interventions, Inc. (OTCQB: MRIC) (the "Company") today announced financial results for its fourth fiscal quarter and full year ended December 31, 2018.

Fourth Quarter 2018 Highlights

- · Increased fourth quarter revenue 36% year-over-year to a record \$2.3 million.
- · Reported a record \$1.6 million in quarterly functional neurosurgery revenue, an increase of 21% over the prior year fourth quarter.
- Increased gross margin to 70%, compared with 61% in the prior year fourth quarter.
- Completed a record 188 procedures across the Company's product portfolio, an increase of 18% over the prior year fourth quarter.
- Secured five additional hospital evaluations of the ClearPoint platform.
- · Achieved FDA clearance for the ClearPoint 2.0 software platform and the ClearPoint PURSUIT™ Neuro Aspiration System.
- · Acquired a license to the CLS Tranberg® Therma Therapy System and laser applicators for use in neuro and spine, and commenced codevelopment efforts.
- · Participated in the first patient cases in Voyager Therapeutics' Phase 2 VY-AADC Gene Therapy Trial for treatment of Parkinson's disease.
- Participated in the first patient dosing in Axovant Sciences' clinical study of AXO-Lenti-PD as a gene therapy for treatment of Parkinson's disease.
- Reduced cash used in operations to \$600,000, below the previous estimate of \$800,000.

Joe Burnett, President and Chief Executive Officer of MRI Interventions, Inc., said, "We produced a record fourth quarter including 36% growth in total revenue, a record 188 ClearPoint cases, a record \$1.6 million in functional neurosurgery revenue and a 70% gross margin while reducing cash used in operations to \$600,000. These results reflect diligent focus on our four-pillar growth strategy by our entire team and set the stage for an even more exciting year ahead. This is reflected in our 2019 expectations, which call for 800 to 850 cases using our ClearPoint system and revenue of \$9.5 to \$10.5 million.

"In pillar one, functional neurosurgery, we again reported record case volumes and record revenue in the quarter. We also commenced evaluation at five new ClearPoint sites and increased the number of sites using our multiple procedures per day protocol to seven. The increase in case volume reflected resolution in late 2018 of the FDA actions that affected third-party providers in the laser ablation space and overall momentum for ClearPoint guided procedures. We also received FDA clearance in November for our ClearPoint 2.0 next-generation software platform and expect it will be available for purchase by all new and existing ClearPoint customers in the first half of 2019.

"In biologics and drug delivery, our second pillar, we are supporting multiple new gene therapy trials using a variety of combinations of our products and clinical support services. This includes commencement of services under our expanded agreement with Voyager as part of its Phase 2 and 3 VY-AADC clinical trial.

"In pillar three, therapy, we announced an agreement with CLS to co-develop hardware, disposables and software to make the ClearPoint platform work together with the FDA-cleared Tranberg Therma Therapy System in a single, coordinated and efficient workflow. We believe that adding laser therapy to our portfolio has the potential to turn our lowest revenue and margin procedure into our highest. We also received clearance for our ClearPoint PURSUIT Neuro Aspiration System designed in collaboration with the Mayo Clinic. The PURSUIT device allows surgeons to identify an aspiration target using real-time MRI guidance and monitor the aspiration during surgery of the ventricular system or cerebrum.

5 Musick, Irvine, California 92618 949.900.6833

"And in pillar four, gaining global scale, we entered into a distribution agreement with CLS for the distribution in the U.S. and Canada of its laser ablation system for non-neuro applications.

"We believe these outcomes demonstrate the success of our efforts to transform our company into a full-line neuro and spine therapy company, with products and partnerships for navigation, laser ablation, deep-brain stimulation, aspiration, gene therapy and more. We are excited to continue these efforts in 2019 and expect noteworthy increases in both cases and revenue as we continue to advance our initiatives."

2019 Outlook

The Company announced that it has raised its 2019 revenue expectation to be in a range of \$9.5 to \$10.5 million, representing year-over-year growth of 30% to 42%. The Company expects ClearPoint case volume to show similar growth in reaching an estimated range of 800 to 850 cases across its product portfolio.

Financial Results - Three Months Ended December 31, 2018

Functional neurosurgery revenue, which consists of disposable product sales and services related to cases utilizing the ClearPoint system, increased 21% to \$1.6 million for the three months ended December 31, 2018, from \$1.3 million for the same period in 2017. The increase was primarily due to an increase in ClearPoint case volume.

Biologics and drug delivery revenue, which include sales of disposable products and services related to customer-sponsored clinical trials and services, increased 1,029% to \$469,000 for the three months ended December 31, 2018, from \$42,000 for the same period in 2017.

Capital equipment and related service revenue, consisting of sales of ClearPoint reusable hardware and software and related services, decreased to \$174,000 for the three months ended December 31, 2018, from \$290,000 for the same period in 2017, due primarily to a decrease in sales of ClearPoint systems, which, as previously noted, historically have varied from quarter to quarter. The decrease in systems sales was partially offset by a 79% increase in capital equipment-related service revenues for the three months ended December 31, 2018 from the same period in 2017.

Gross margin for the three months ended December 31, 2018 improved to 70% from 61% in the same period in 2017, due primarily to favorable product mix of higher margin disposable products and services.

Research and development costs were \$481,000 for three months ended December 31, 2018, compared to \$582,000 for the same period in 2017, a decrease of 17%. Sales and marketing expenses were \$879,000 for the three months ended December 31, 2018, compared to \$1.0 million for the same period in 2017, a decrease of 13%. General and administrative expenses were \$1.2 million for the three months ended December 31, 2018, compared to \$1.3 million for the same period in 2017, a decrease of 4%.

Financial Results - Year Ended December 31, 2018

Functional neurosurgery revenue decreased 2% to \$5.4 million from \$5.5 million in 2017. The decrease was due primarily to two factors: (a) FDA actions taken in early 2018 that adversely affected third-party providers in the laser ablation space until resolutions were accepted by the FDA in the 2018 fourth quarter; and (b) a third-party provider introduced a new deep brain stimulation system that did not have approval for use in the MRI suite for most of 2018, which was resolved in the 2018 third quarter. In spite of these factors, cases continued to climb year-over-year, to 670 cases in 2018, compared with 629 in 2017.

Biologics and drug delivery revenue increased 177% to \$1.1 million for 2018, from \$405,000 in 2017. This increase was due primarily to the commencement of additional services during 2018, and to an increase in biologics and drug delivery product sales.

Capital equipment and related service revenue decreased to \$813,000 for 2018, from \$1.5 million in 2017, due primarily to a decrease in sales of ClearPoint systems, which, as previously noted, historically have varied from quarter to quarter. The decrease in systems sales was partially offset by a 12% increase in capital equipment-related service revenues for the year ended December 31, 2018, as compared to 2017.

Gross margin for the year ended December 31, 2018 improved to 67% from 61% in 2017. The increase was due primarily to increased contribution from higher margin disposables and services revenue.

Research and development costs were \$2.3 million in 2018, compared to \$2.8 million in 2017, a decrease of \$504,000, or 18%. Sales and marketing expenses were \$3.5 million for the year ended December 31, 2018, compared to \$4.0 million in 2017, a decrease of \$424,000, or 11%. General and administrative expenses were \$4.3 million for 2018, compared to \$4.0 million for in 2017, an increase of \$279,000, or 7%.

Teleconference Information

Investors and analysts are invited to listen to a live broadcast review of the Company's 2018 fourth quarter and full year financial results today at 4:30 p.m. Eastern time (1:30 p.m. Pacific time) that may be accessed by visiting the Company's website at www.mriinterventions.com and selecting "Investors" / "News" / "IR Calendar." Investors and analysts who would like to participate in the conference call may do so via telephone at (877) 407-9034, or at (201) 493-6737 if calling from outside the U.S. or Canada.

For those who cannot access the live broadcast, a replay will be available shortly after the completion of the call until March 25, 2019 by calling (877) 660-6853, or (201) 612-7415 if calling from outside the U.S. or Canada, and then entering conference I.D. number 413671. An online archive of the broadcast will be available on the Company's website at www.mriinterventions.com, on the "Investor Relations" page.

About MRI Interventions, Inc.

Building on the imaging power of magnetic resonance imaging ("MRI"), MRI Interventions is creating innovative platforms for performing the next generation of minimally invasive surgical procedures in the brain. The ClearPoint Neuro Navigation 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. For more information, please visit www.mriinterventions.com.

Forward-Looking Statements

Statements herein concerning MRI Interventions, Inc.'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. 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 Neuro Navigation System products; and the company's ability to market, commercialize and achieve broader market acceptance for the company's ClearPoint Neuro Navigation 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, 2017, and the Company's Quarterly Report for the quarter ended September 20, 2018, both of which have been filed with the Securities and Exchange Commission, and the Company's Annual Report on Form 10-K for the year ended December 31, 2018, which the company intends to file with the Securities and Exchange Commission on or about April 1, 2019.

Contact:

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

Matt Kreps
Darrow Associates Investor Relations
(214) 597-8200
mkreps@darrowir.com

MRI INTERVENTIONS, INC.

Consolidated Statements of Operations

	Th	hree Months Ended 31, 2018		December 2017	
	_				
Revenues:					
Product revenues	\$	1,994,019	\$	1,580,723	
Service and other revenues		282,504		98,655	
Total revenues		2,276,523		1,679,378	
Cost of revenues		689,088		659,000	
Research and development costs		481,293		582,158	
Sales and marketing expenses		878,997		1,011,193	
General and administrative expenses		1,206,169		1,259,848	
Operating loss		(979,024)		(1,832,821)	
Other income (expense):					
Gain (loss) on change in fair value of derivative liabilities		_		(23,336)	
Other income (loss), net		(920)		10,130	
Interest expense, net		(237,996)		(235,656)	
Net loss	\$	(1,217,940)	\$	(2,081,683)	
Net loss per share attributable to common stockholders:					
Basic and diluted	\$	(0.11)	\$	(0.20)	
Weighted average shares outstanding:					
Basic and diluted		11,012,208		10,571,422	

MRI INTERVENTIONS, INC.

Consolidated Statements of Operations

	Years End	Years Ended December 31,		
	2018	2017		
		-		
Revenues:				
Product revenues	\$ 6,685,020	0 \$ 7,024,010		
Service and other revenues	668,246	5 355,515		
Total revenues	7,353,260	6 7,379,525		
Cost of revenues	2,433,069	9 2,898,808		
Research and development costs	2,310,139	9 2,813,733		
Sales and marketing expenses	3,532,040	3,956,455		
General and administrative expenses	4,325,786	4,046,366		
Operating loss	(5,247,768	8) (6,335,837)		
Other income (expense):				
Gain on change in fair value of derivative liabilities	64,318	8 24,728		
Other income, net	364	4 16,682		
Interest expense, net	(980,383	3) (872,926)		
Net loss	\$ (6,163,469	9) \$ (7,167,353)		
Net loss per share attributable to common stockholders:	'			
Basic and diluted	\$ (0.50	6) \$ (0.93)		
Weighted average shares outstanding:	-			
Basic and diluted	10,928,213	7,738,343		

MRI INTERVENTIONS, INC.

Consolidated Balance Sheets

	December 31,			
		2018		2017
ASSETS				
Current assets:				
Cash and cash equivalents	\$	3,101,133	\$	9,289,831
Accounts receivable, net		1,233,896		949,415
Inventory, net		2,105,976		2,314,184
Prepaid expenses and other current assets		213,684		192,727
Total current assets		6,654,689		12,746,157
Property and equipment, net		377,706		267,667
Software license inventory		801,900		871,900
Other assets		22,538		11,641
Total assets	\$	7,856,833	\$	13,897,365
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	500,929	\$	759,445
Accrued compensation		764,960		806,445
Other accrued liabilities		390,838		480,159
Derivative liabilities		_		95,786
Deferred product and service revenues		350,963		256,178
Senior secured note payable		_		2,000,000
Total current liabilities		2,007,690		4,398,013
Accrued interest		957 500		752 500
· · · · · · · · · · · · · · · · · ·		857,500		752,500
2010 junior secured notes payable, net of unamortized discount of \$1,459,209 and \$1,956,458 at December 31, 2018 and 2017, respectively		1,540,791		1,043,542
2014 junior secured notes payable, net of unamortized discount and deferred issuance costs		1,340,791		1,043,342
aggregating \$35,149 and \$100,430 at December 31, 2018 and 2017, respectively		1,939,850		1,874,570
Total liabilities	_	6,345,831		8,068,625
Commitments and contingencies		0,545,651	_	8,008,023
Stockholders' equity:				
Preferred stock, \$0.01 par value; 25,000,000 shares authorized at December 31, 2018 and 2017;				
none issued and outstanding at December 31, 2018 and 2017,				
none issued and outstanding at December 31, 2016 and 2017		_		_
Common stock, \$0.01 par value; 200,000,000 shares authorized at December 31, 2018 and 2017;				
11,018,364 and 10,693,851 shares issued and outstanding at December 31, 2018 and 2017,				
respectively		110,183		106,937
Additional paid-in capital		108,600,405		106,757,920
Accumulated deficit		(107,199,586)		(101,036,117)
Total stockholders' equity		1,511,002		5,828,740
Total liabilities and stockholders' equity	\$	7,856,833	\$	13,897,365
			_	

MRI INTERVENTIONS, INC.

Consolidated Statements of Cash Flows

	Years Ended December 31,				
		2018		2017	
Cash flows from operating activities:					
Net loss	\$	(6,163,469)	\$	(7,167,353)	
Adjustments to reconcile net loss to net cash flows from operating activities:					
Depreciation and amortization		109,439		116,454	
Share-based compensation		1,231,379		1,245,601	
Expenses paid through the issuance of common stock		77,500		502,032	
Gain on change in fair value of derivative liabilities		(64,318)		(24,178)	
Amortization of debt issuance costs and original issue discounts		562,529		426,358	
Increase (decrease) in cash resulting from changes in:					
Accounts receivable		(284,481)		(83,472)	
Inventory		122,220		(469,922)	
Prepaid expenses and other current assets		(20,957)		(57,731)	
Other assets		(10,897)		(999)	
Accounts payable and accrued expenses		(284,322)		(512,362)	
Deferred revenue		94,785		33,061	
Net cash flows from operating activities		(4,630,592)		(5,992,511)	
Cash flows from investing activities:					
Purchases of property and equipment		(63,490)		(26,752)	
Net cash flows from investing activities		(63,490)		(26,752)	
Cash flows from financing activities:					
Net proceeds from equity private placements and exercise of warrants		_		11,993,320	
Exercise of warrants		505,384		_	
Repayment of senior secured note		(2,000,000)		_	
Net cash flows from financing activities		(1,494,616)		11,993,320	
Net change in cash and cash equivalents		(6,188,698)		5,974,057	
Cash and cash equivalents, beginning of year		9,289,831		3,315,774	
Cash and cash equivalents, end of year	\$	3,101,133	\$	9,289,831	
Cash and cash equivalents, end of year	φ	3,101,133	φ	9,209,031	
CUIDDI EMENTAL CAGNELON INFORMATION					
SUPPLEMENTAL CASH FLOW INFORMATION					
Cash paid for:	Φ.		Φ.		
Income taxes	\$		\$		
Interest	\$	210,722	\$	348,528	





FORWARD LOOKING STATEMENTS

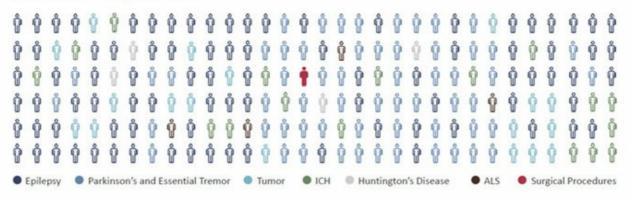
Statements herein concerning MRI Interventions, Inc. (the "Company") plans, growth and strategies may include forward-looking statements within the context of the federal securities laws. Statements regarding the Company's future events, developments and future performance, as well as management's expectations, 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, 2017, and the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, both of which have been filed with the Securities and Exchange Commission.



Only a fraction of patients with debilitating neurological disorders are being treated surgically today







The Movement to Minimally Invasive Procedures has Happened Everywhere Else in the Body

This transition has always had two things in common:

- · More patients being treated
- · Procedures enabled by live image guidance







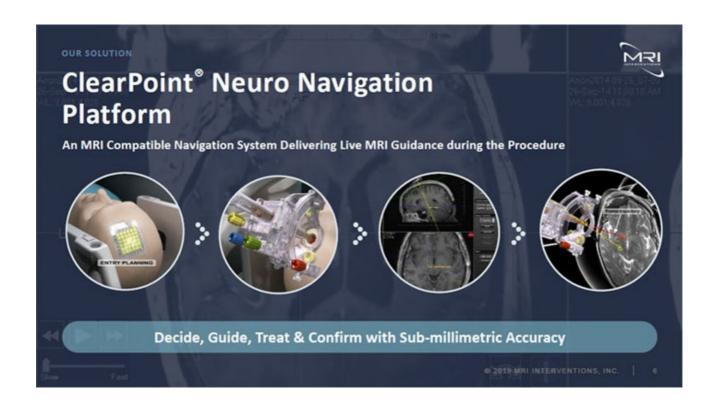
PRIMARY CHALLENGE

Traditional Stereotactic Neurosurgery is Limited

The Skull is Not 'See Through'

- . X-Ray and CT do not show structures of the brain
- Large, Metallic Navigation Frames are not compatible inside an MRI Magnet
- Surgical Image Guidance in the Operating Room is not live but rather 'Co-Registered' to the MRI
- Each Co-Registration calculation introduces error and reduces accuracy

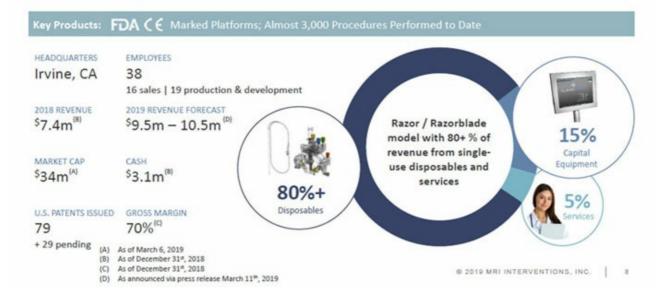








MRIC & ClearPoint: A Proven Platform









St. Jude Medical















OxfordBioMedica











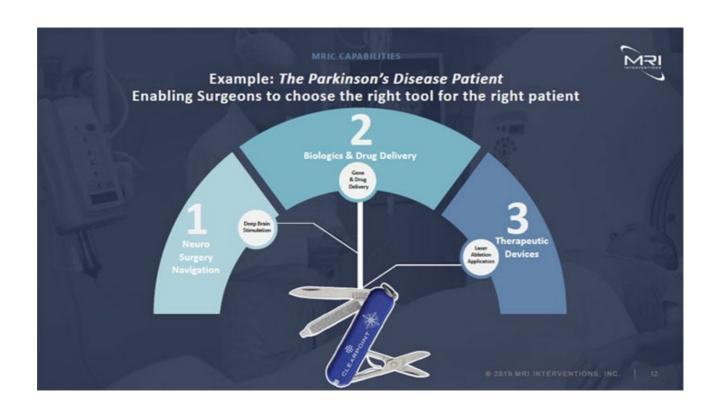


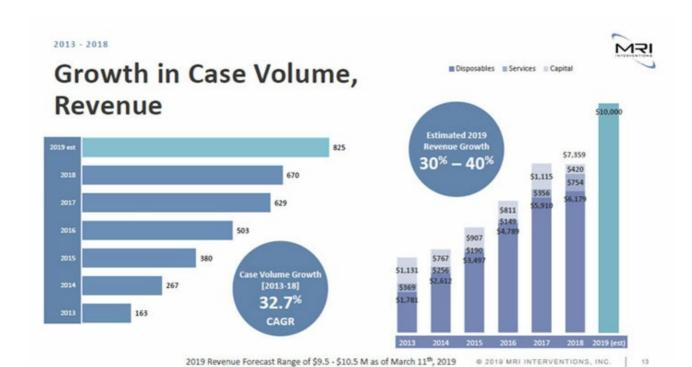




Scientific









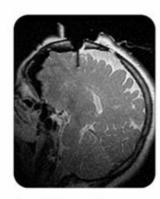


Grow Our Core Functional Neurosurgery Business: Focus on Complex Procedures Where Precision is Paramount

2018

Key Achievements

- Record Q4 quarterly case volume (188), and Disposable Revenue
- Increase to 7 sites using two-a-day procedure workflow, expanding adoption driving volumes, efficiency
- FDA Clearance of ClearPoint 2.0 Hardware & Software Platform and installation into 8 sites
- 8 Additional evaluation agreements signed with cases expected in 2019



Electrode Placement for Deep Brain Stimulation

FEATURE

ClearPoint 2.0 Image Fusion





Designed to reduce procedure time by fusing pre-procedure planning to realtime MRI imaging

Become the Premier Partner for Biologics & Drug Delivery: Focused Resources for Branding, Device Development and Distribution

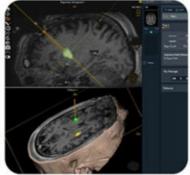
2018

Key Achievements

- CE Mark for the SmartFlow Cannula
- Signed 'Blueprint' agreement with VYGR in May 2018
- Trained clinical specialists for Voyager VY-AADC trial support; first treatment in December 2018
- Shipment of products, development services to 15 individual corporate customers in 2018







ClearPoint 2.0 software illustrating drug infusion

Expand into Direct Therapy Markets: Achieve Greater Share of Total Procedure Revenue

2018

Key Achievements

- Acquired License from CLS for Laser System and Applicators for Neurosurgery and Spine Indications
- Opportunity to fine tune our Navigations system to work seamlessly with laser applicator design enhancements
- Adding laser therapeutics has potential to turn lowest revenue and margin procedure into highest
- Expect first human cases 2H 2020

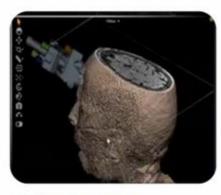


Expand into Direct Therapy Markets: Achieve first-in-human case for our Neuro-Aspiration System

2018

Key Achievements

- · Achieved FDA Clearance for the PURSUIT™ Neuro Aspiration System in December 2018
- · Collaboration with Mayo Clinic
- Affects 80,000 to 100,000 people in the US each year
- . Three sites in the U.S. have been trained as part of limited market release



4-D Guidance of Neuro Aspiration

Our unique ClearPoint® PURSUIT™ approach: Detailed and continuous High resolution of target 4-D visibility Minimally invasive

Confirmation of Result

Achieve Global Scale and progress toward profitability

Capabilities

Established Sales Channel capable of distributing other surgical products

· Signed Non-Neuro Distribution agreement with CLS in 2018

Manufacturing Facility in Irvine capable of producing 5x current demand with existing footprint

CE Mark labeling for targeted global expansion when time is right



2015 - 2018



Cash Flow From Operations

