



Warrants (right to buy)	(2)	09/14/2013	Common Stock	10,000	\$ 0.01	D	
Stock Option (right to buy)	(3)	12/13/2020	Common Stock	38,000	\$ 1.8	D	
Stock Option (right to buy)	(4)	12/13/2020	Common Stock	12,000	\$ 1.8	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCER JOHN N JR C/O MRI INTERVENTIONS, INC. ONE COMMERCE SQUARE, SUITE 2550 MEMPHIS, TN 38103	X			

## Signatures

/s/ Oscar Thomas, by power of attorney for John N. Spencer, Jr.		02/27/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Held jointly with wife.
- (2) The shares subject to this warrant are immediately exercisable.
- One-third of the shares subject to this option vested on the first anniversary of the grant date, December 13, 2011. The remaining shares subject to this option vest ratably on the second and third anniversaries of the grant date, December 13, 2012 and December 13, 2013.
- (3) The shares subject to this option vest ratably on the first, second and third anniversaries of the grant date, December 13, 2011, December 13, 2012 and December 13, 2013, provided that no shares vest until such time as the company closes a target equity financing, which is defined as one or more equity financing transactions that results in cumulative gross proceeds of at least \$10 million.
- (4) The shares subject to this option vest ratably on the first, second and third anniversaries of the grant date, December 13, 2011, December 13, 2012 and December 13, 2013, provided that no shares vest until such time as the company closes a target equity financing, which is defined as one or more equity financing transactions that results in cumulative gross proceeds of at least \$10 million.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.