

Stereotaxis, Inc.  
Form 4  
May 14, 2012

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MIDDLETON FRED A

(Last) (First) (Middle)

400 SOUTH EL CAMINO  
REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Stereotaxis, Inc. [STXS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |
| Common Stock                    | 05/10/2012                           |  | P                              |   | 6,241,119   | A  | (1) 7,822,726   | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common Stock                    | 05/10/2012                           |  | P                              |   | 265,062   | A  | (2) 281,178   | Sanderling Ventures Management VI                       |
| Common Stock                    |                                      |  |                                |   |   |  | 340,932   | D   |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 30,609  | I | Sanderling VI Beteiligungs GmbH & Co. KG               |
| Common Stock | 36,470  | I | Sanderling VI Limited Partnership                      |
| Common Stock | 781,351 | I | Sanderling Venture Partners II, L.P.                   |
| Common Stock | 15,000  | I | Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan  |
| Common Stock | 532,758 | I | Sanderling IV Biomedical Co-Investment Fund, L.P.      |
| Common Stock | 110,971 | I | Sanderling V Beteiligungs GmbH & Co. KG                |
| Common Stock | 397,164 | I | Sanderling V Biomedical Co-Investment Fund, L.P.       |
| Common Stock | 119,566 | I | Sanderling V Limited Partnership                       |
| Common Stock | 677,906 | I | Sanderling Venture Partners V Co-Investment Fund, L.P. |
| Common Stock | 224,515 | I | Sanderling Venture Partners iV Co-Investment Fund      |
| Common Stock | 828     | I | Sanderling Ventures Management V                       |
|              | 797     | I |  |

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Common  
Stock

Middleton  
McNeil  
Retirement  
Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                  |
| Common Stock Warrant (right to buy)        | \$ 0.3361  | 05/10/2012                           |  | P                              | 6,241,119   |     | 05/10/2012   | 05/10/2018      | Common Stock  | 6,241,119        |
| Common Stock Warrant (right to buy)        | \$ 0.3361  | 05/10/2012                           |  | P                              | 265,062   |     | 05/10/2012   | 05/10/2018      | Common Stock  | 265,062          |
| Common Stock Warrant (right to buy)        | \$ 0.3361  | 05/07/2012 <sup>(3)</sup>            |  | J <sup>(4)</sup>               | 1,498,482   |     | 05/07/2012   | 05/07/2017      | Common Stock  | 1,498,482        |
| Common Stock Warrant (right to buy)        | \$ 0.3361  | 05/07/2012 <sup>(3)</sup>            |  | J <sup>(4)</sup>               | 29,000  |     | 05/07/2012   | 05/07/2017      | Common Stock  | 29,000           |
| Common Stock Warrant (right to buy)        | \$ 0.3361  | 05/07/2012 <sup>(3)</sup>            |  | J <sup>(4)</sup>               | 34,553  |     | 05/07/2012   | 05/07/2017      | Common Stock  | 34,553           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MIDDLETON FRED A<br>400 SOUTH EL CAMINO REAL<br>SUITE 1200<br>SAN MATEO, CA 94402-1708 | X             |           |         |       |

## Signatures

/s/ Karen W. Duros,  
Attorney-in-Fact

05/14/2012

                    \*\*Signature of Reporting Person

                    Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) The reported securities are included within 6,241,119 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- (2) The reported securities are included within 265,062 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- (3) The warrant was issued dated May 7, 2012, subject to closing conditions, which were satisfied on May 11, 2012. Beneficial ownership was acquired on May 11, 2012, upon satisfaction of closing conditions.
- (4) Warrant received in connection with the extension of an unsecured loan commitment between Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH & Co. KG, Sanderling VI Limited Partnership, respectively, and Issuer.

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.