

Stereotaxis, Inc.  
Form 4  
June 16, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O STEREOTAXIS, INC., 4320  
FOREST PARK AVENUE, SUITE  
100**

(Street)

**ST. LOUIS, MO 63108**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/15/2015**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4)      |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                         |                                                                     |
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             |                                                                         |                                                                     |
| Common<br>Stock                       | 06/15/2015                              |                                                             | S                                    |                                                                         | 26,064                                                                                                             | D                                                                       | \$<br><u>(1)</u>                                                    |
|                                       |                                         |                                                             |                                      |                                                                         | 1,107,189                                                                                                          | I                                                                       | Sanderling<br>Venture<br>Partners VI<br>Co-Investment<br>Fund, L.P. |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 40,673                                                                                                             | I                                                                       | Sanderling<br>Ventures<br>Management<br>VI                          |

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|              |        |   |                                                        |
|--------------|--------|---|--------------------------------------------------------|
| Common Stock | 6,358  | I | Sanderling VI Limited Partnership                      |
| Common Stock | 5,335  | I | Sanderling VI Beteiligungs GmbH & Co. KG               |
| Common Stock | 1,500  | I | Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan  |
| Common Stock | 53,275 | I | Sanderling IV Biomedical Co-Investment Fund, L.P.      |
| Common Stock | 11,097 | I | Sanderling V Beteiligungs GmbH & Co. KG                |
| Common Stock | 39,716 | I | Sanderling V Biomedical Co-Investment Fund, L.P.       |
| Common Stock | 11,956 | I | Sanderling V Limited Partnership                       |
| Common Stock | 67,790 | I | Sanderling Venture Partners V Co-Investment Fund, L.P. |
| Common Stock | 22,451 | I | Sanderling Venture Partners IV Co-Investment Fund      |
| Common Stock | 82     | I | Sanderling Ventures Management V                       |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A  
C/O STEREOTAXIS, INC.  
4320 FOREST PARK AVENUE, SUITE 100  
ST. LOUIS, MO 63108

X

## Signatures

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

06/16/2015

\_\_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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$1.55 to \$1.60, inclusive. The reporting person undertakes to provide Stereotaxis, Inc., any security holders of Stereotaxis, Inc., or the staff of the Securities and Exchange Commission, upon request, all information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

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.