

Stereotaxis, Inc.  
 Form 4  
 October 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
**09/29/2016**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                | V                                                        | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|-----------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|-----------------------------------------|

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| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8)  | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                         |
|--------------------------------------|------------------------------------------|----------------------|------------------|-----------------------------------------------------------------|------------------|------------------|------------------|-----------------|--------------|-------------------------|
|                                      |                                          |                      | Code             | V                                                               | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
| Series A Convertible Preferred Stock | \$ 0.65 <sup>(1)</sup>                   | 09/29/2016           | P                |                                                                 | 100              |                  | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock | 153,846                 |
| Common Stock Warrant (right to buy)  | \$ 0.7 <sup>(1)</sup>                    | 09/29/2016           | J <sup>(4)</sup> |                                                                 | 153,846          |                  | 09/29/2016       | 09/29/2021      | Common Stock | 153,846                 |

## 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

10/03/2016

\_\_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) Initial conversion/exercise price. The conversion/exercise price is subject to adjustment.

(2) The Series A convertible preferred stock is convertible at the election of the holder at any time and has no expiration date.

(3) The number of shares is based on the initial conversion price of \$.65. The conversion price is subject to adjustment. For purposes of determining the number of shares of common stock upon conversion, the value of the convertible preferred stock will be increased by the amount of dividends at a rate of 6% per annum, which will be cumulative and accrue daily from the date of issuance on the \$1,000 stated value.

(4) The warrants were acquired in connection with the purchase of Series A convertible preferred stock.

(5) The number of shares is based on the initial exercise price of \$.70. The exercise price is subject to adjustment.

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

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