

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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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 ⁽³⁾		J ⁽⁴⁾	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 ⁽³⁾		J ⁽⁴⁾	29,000		05/07/2012	05/07/2017	Common Stock	29,000
Common Stock Warrant (right to buy)	\$ 0.3361	05/07/2012 ⁽³⁾		J ⁽⁴⁾	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 400 SOUTH EL CAMINO REAL SUITE 1200 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.