

Stereotaxis, Inc.  
Form 4  
June 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)

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)  
06/05/2015

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 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)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 46,810  | D  |   |
| Common Stock                    | 06/05/2015                           |  | S                              | 55,476  | D   | I  | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common Stock                    | 06/08/2015                           |  | S                              | 38,120  | D   | I  | Sanderling Venture Partners VI Co-Investment            |

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|              |            |   |        |   |                             |           |   |   |
|--------------|------------|---|--------|---|-----------------------------|-----------|---|---|
| Common Stock | 06/09/2015 | S | 13,280 | D | <u>\$ 1.6</u><br><u>(3)</u> | 1,149,526 | I | Fund, L.P.<br>Sanderling<br>Venture<br>Partners VI<br>Co-Investment<br>Fund, L.P. |
| Common Stock |            |   |        |   |                             | 40,673    | I | Sanderling<br>Ventures<br>Management<br>VI  |
| Common Stock |            |   |        |   |                             | 6,358     | I | Sanderling VI<br>Limited<br>Partnership   |
| Common Stock |            |   |        |   |                             | 5,335     | I | Sanderling VI<br>Beteiligungs<br>GmbH & Co.<br>KG                                 |
| Common Stock |            |   |        |   |                             | 1,500     | I | Sanderling<br>Mgmt. LLC<br>401K Pension<br>Profit Sharing<br>Plan                 |
| Common Stock |            |   |        |   |                             | 53,275    | I | Sanderling IV<br>Biomedical<br>Co-Investment<br>Fund, L.P.                        |
| Common Stock |            |   |        |   |                             | 11,097    | I | Sanderling V<br>Beteiligungs<br>GmbH & Co.<br>KG                                  |
| Common Stock |            |   |        |   |                             | 39,716    | I | Sanderling V<br>Biomedical<br>Co-Investment<br>Fund, L.P.                         |
| Common Stock |            |   |        |   |                             | 11,956    | I | Sanderling V<br>Limited<br>Partnership  |
| Common Stock |            |   |        |   |                             | 67,790    | I | Sanderling<br>Venture<br>Partners V<br>Co-Investment<br>Fund, L.P.                |
| Common Stock |            |   |        |   |                             | 22,451    | I | Sanderling<br>Venture<br>Partners IV  |



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(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.63 to \$1.73, inclusive. The reporting person undertakes to provide to Stereotaxis, Inc., any security holder of Stereotaxis, Inc., or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.60 to \$1.63, inclusive. The reporting person undertakes to provide to Stereotaxis, Inc., any security holder of Stereotaxis, Inc., or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.60 to \$1.62, inclusive. The reporting person undertakes to provide to Stereotaxis, Inc., any security holder of Stereotaxis, Inc., or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold 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.

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