Stereotaxis, Inc. Form 4 May 14, 2012

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Symbol

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

Stereotaxis, Inc. [STXS]

1(b).

Form 5

obligations

(Print or Type Responses)

MIDDLETON FRED A

1. Name and Address of Reporting Person *

| (Last) | (First) | (Middle) 3. Dat | Date of Earliest Transaction | | | | (check an applicable) | | | |
|---|---|---|--------------------------------|----------------------------------|--------|------------|--|--|---|--|
| 400 SOUTH EL CAMINO REAL, SUITE 1200 | | | (Month/Day/Year) 05/07/2012 | | | | _X_ Director Officer (gives) below) | | 10% Owner Other (specify | |
| | (Street) | mendment, | nendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Month/Day/Year) | | | | | | Applicable Line) | | | |
| SAN MATEO, CA 94402-1708 | | | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (City) (State) (Zip) 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) | Code | otor Disposed of (Instr. 3, 4 an | of (D) | red (A) | 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 | 05/10/2012 | | Р | 6,241,119 | A | (1) | 7,822,726 | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. | |
| Common Stock | 05/10/2012 | | P | 265,062 | A | <u>(2)</u> | 281,178 | I | 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 | |

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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SEC 1474 (9-02)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | tion Date 3A. Deemed ny/Year) Execution Date, if any (Month/Day/Year) | | 5. Number of corDerivative 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 Underlying Securition (Instr. 3 and 4) | |
|---|---|---------------|---|--------------|--|--|--------------------|--|------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou Numb Shares |
| Common Stock Warrant (right to buy) | \$ 0.3361 | 05/10/2012 | | P | 6,241,119 | 05/10/2012 | 05/10/2018 | Common Stock | 6,24 |
| Common Stock Warrant (right to buy) | \$ 0.3361 | 05/10/2012 | | P | 265,062 | 05/10/2012 | 05/10/2018 | Common Stock | 265 |
| Common Stock Warrant (right to buy) | \$ 0.3361 | 05/07/2012(3) | | J <u>(4)</u> | 1,498,482 | 05/07/2012 | 05/07/2017 | Common Stock | 1,49 |
| Common Stock Warrant (right to buy) | \$ 0.3361 | 05/07/2012(3) | | J <u>(4)</u> | 29,000 | 05/07/2012 | 05/07/2017 | Common Stock | 29, |
| Common Stock Warrant (right to buy) | \$ 0.3361 | 05/07/2012(3) | | J <u>(4)</u> | 34,553 | 05/07/2012 | 05/07/2017 | Common Stock | 34, |

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.

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