

Stereotaxis, Inc.
Form 4
August 15, 2013

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)
08/13/2013

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	08/13/2013		M		624,113	A	\$ 3.36	1,584,877	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/13/2013		F(1)		328,475	D	\$ 6.39	1,256,402	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/13/2013		M		26,506	A	\$ 3.36	54,623	I	Sanderling Ventures

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Common Stock	08/13/2013	F ⁽²⁾	13,950	D	\$ 6.39	40,673	I	Management VI Sanderling Ventures Management VI
Common Stock						88,072	D	
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
Common Stock	79	I	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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrant (right to buy)	\$ 3.36	08/13/2013		M	624,113	05/07/2012 05/07/2018	Common Stock	624,113	
Common Stock Warrant (right to buy)	\$ 3.36	08/13/2013		M	26,506	05/07/2012 05/07/2018	Common Stock	26,506	

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

08/15/2013

__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).

On August 13, 2013, the reporting person exercised a warrant to purchase 624,113 shares of Stereotaxis, Inc. common stock for \$3.36 per (1) share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 328,475 shares to pay the exercise price and issuing to the reporting person the remaining 295,638 shares.

On August 13, 2013, the reporting person exercised a warrant to purchase 26,506 shares of Stereotaxis, Inc. common stock for \$3.36 per (2) share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 13,950 shares to pay the exercise price and issuing to the reporting person the remaining 12,556 shares.

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.