

Stereotaxis, Inc.
Form 4
June 09, 2015

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)

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	\$ 1.6 <u>(3)</u>	1,149,526	I	Fund, L.P. Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock						40,673	I	Sanderling Ventures Management VI
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

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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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