

Stereotaxis, Inc.  
Form SC 13G/A  
March 17, 2008

**United States**

**Securities and Exchange Commission**

Washington, D.C. 20549

**Schedule 13G**

(Rule 13d-102)

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Stereotaxis, Inc.**

(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

85916J102  
(CUSIP Number)

March 7, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[Check one]

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85916J102

**SCHEDULE 13G**

Page 1 of 27

1 NAMES OF REPORTING PERSONS  
 Middleton McNeil Retirement Trust  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)  0  
 (b)  X

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OR ORGANIZATION

4 California  
 SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 797  
 SHARED VOTING POWER

7 0  
 SOLE DISPOSITIVE POWER

8 797  
 SHARED DISPOSITIVE POWER

9 0  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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797 Please see [Attachment A](#)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.0% Please see [Attachment A](#)  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12 PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 2 of 27

NAMES OF REPORTING PERSONS

1 Sanderling Ventures Management V  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OR ORGANIZATION

4 California  
SOLE VOTING POWER

5 NUMBER OF 2,724  
SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY 6 0  
EACH SOLE DISPOSITIVE POWER

REPORTING PERSON 7 2,724  
WITH: SHARED DISPOSITIVE POWER

8 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,724 Please see [Attachment A](#)  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.0% Please see [Attachment A](#)

12

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 85916J102

SCHEDULE 13G

Page 3 of 27

NAMES OF REPORTING PERSONS

**1** Sanderling VI Beteiligungs GmbH & Co. KG  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)  (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OR ORGANIZATION

Germany

**5** SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**6** 17,318 SHARED VOTING POWER

**7** 0 SOLE DISPOSITIVE POWER

**8** 17,318 SHARED DISPOSITIVE POWER

**9** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,318 Please see [Attachment A](#)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11** 0.0% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12** PN

1 NAMES OF REPORTING PERSONS

Sanderling VI Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 20,634

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 20,634

WITH: SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,634 Please see [Attachment A](#)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1% Please see [Attachment A](#)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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NAMES OF REPORTING PERSONS

Sanderling Ventures Management VI

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF

6,149

SHARES

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

0

EACH

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

6,149

WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,149 Please see [Attachment A](#)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 6 of 27

NAMES OF REPORTING PERSONS

1

Sanderling IV Biomedical Co-Investment Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

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3 SEC USE ONLY  
CITIZENSHIP OR PLACE OR ORGANIZATION

4 California

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 542,238 SHARED VOTING POWER

6 0 SOLE DISPOSITIVE POWER

7 542,238 SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 542,238 Please see [Attachment A](#)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 1.5% Please see [Attachment A](#)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 7 of 27

1 NAMES OF REPORTING PERSONS

Sanderling Venture Partners IV Co-Investment Fund, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OR ORGANIZATION

4 California

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 224,515 SOLE VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH: 6 SHARED VOTING POWER  
 0  
 7 SOLE DISPOSITIVE POWER  
 8 224,515 Please see Attachment A  
 SHARED DISPOSITIVE POWER  
 0  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 224,515 Please see Attachment A  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.6% Please see Attachment A  
 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 PN

CUSIP No. 85916J102

SCHEDULE 13G

Page 8 of 27

1 NAMES OF REPORTING PERSONS  
 Sanderling Venture Partners V Co-Investment Fund, L.P.  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
 (b)

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OR ORGANIZATION

4 California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 5 SOLE VOTING POWER  
 702,407  
 6 SHARED VOTING POWER  
 0  
 7 SOLE DISPOSITIVE POWER  
 702,407  
 8



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SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

702,407 Please see [Attachment A](#)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.9% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 9 of 27

NAMES OF REPORTING PERSONS

1

Sanderling V Beteiligungs GmbH & Co. KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

Germany

SOLE VOTING POWER

5

NUMBER OF  
SHARES

114,536

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

0

EACH

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

114,536 Please see [Attachment A](#)

WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

114,536 Please see [Attachment A](#)

10

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.3% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 10 of 27

NAMES OF REPORTING PERSONS

1

Sanderling V Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF  
SHARES

123,572

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

0

SOLE DISPOSITIVE POWER

EACH

REPORTING

7

PERSON

123,572

SHARED DISPOSITIVE POWER

WITH:

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

123,572 Please see [Attachment A](#)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.3% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

CUSIP No. 85916J102

**SCHEDULE 13G**

Page 11 of 27

**1** NAMES OF REPORTING PERSONS

Sanderling V Biomedical Co-Investment Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a)  0

(b)  X

**3** SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

**4**

California

SOLE VOTING POWER

**5**

NUMBER OF 412,018

SHARES SHARED VOTING POWER

BENEFICIALLY **6**

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING **7**

PERSON 412,018

WITH: SHARED DISPOSITIVE POWER

**8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

412,018 Please see [Attachment A](#)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

1.1% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

PN

1 NAMES OF REPORTING PERSONS

2 Sanderling Venture Partners II, L.P.

3 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

4 (a)  (b)

5 SEC USE ONLY

6 CITIZENSHIP OR PLACE OR ORGANIZATION

7 California

8 SOLE VOTING POWER

9 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

10 781,351

11 SHARED VOTING POWER

12 0

13 SOLE DISPOSITIVE POWER

14 781,351

15 SHARED DISPOSITIVE POWER

16 0

17 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18 781,351 Please see [Attachment A](#)

19 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

20 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21 2.1% Please see [Attachment A](#)

22 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

23 PN

1 NAMES OF REPORTING PERSONS

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Sanderling Management 401(k) Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF  
SHARES

15,000

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

0

SOLE DISPOSITIVE POWER

EACH

REPORTING

7

PERSON

15,000

WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,000 Please see [Attachment A](#)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 14 of 27

NAMES OF REPORTING PERSONS

1

Sanderling Venture Partners VI Co-Investment Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

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4 CITIZENSHIP OR PLACE OR ORGANIZATION  
 California  
 5 SOLE VOTING POWER  
 NUMBER OF 894,848  
 SHARES SHARED VOTING POWER  
 BENEFICIALLY 6  
 OWNED BY 0  
 EACH SOLE DISPOSITIVE POWER  
 REPORTING 7  
 PERSON 894,848  
 WITH: SHARED DISPOSITIVE POWER  
 8  
 0  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 9  
 894,848 Please see Attachment A  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS  
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 11  
 2.4% Please see Attachment A  
 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 12  
 PN

CUSIP No. 85916J102

SCHEDULE 13G

Page 15 of 27

1 NAMES OF REPORTING PERSONS  
 Fred A. Middleton  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 2  
 (a)   
 (b)   
 3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OR ORGANIZATION  
 4  
 United States of America  
 NUMBER OF SOLE VOTING POWER  
 SHARES 5  
 BENEFICIALLY 227,086  
 OWNED BY 6

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EACH REPORTING PERSON WITH:

7 SHARED VOTING POWER 3,858,107

8 SOLE DISPOSITIVE POWER 227,086

9 SHARED DISPOSITIVE POWER 3,858,107

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 4,085,193 Please see [Attachment A](#)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0% Please see [Attachment A](#)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 85916J102

SCHEDULE 13G

Page 16 of 27

1 NAMES OF REPORTING PERSONS

Robert G. McNeil

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

United States of America

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SOLE VOTING POWER 60,173

7 SHARED VOTING POWER 3,858,107

8 SOLE DISPOSITIVE POWER 60,173

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SHARED DISPOSITIVE POWER

3,858,107

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,918,280 Please see [Attachment A](#)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.5% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 17 of 27

NAMES OF REPORTING PERSONS

1

Timothy C. Mills

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF  
SHARES

90,277

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

2,294,206

SOLE DISPOSITIVE POWER

EACH

REPORTING

7

PERSON

90,277

WITH:

SHARED DISPOSITIVE POWER

8

2,294,206

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,384,483 Please see [Attachment A](#)

10



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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.4% Please see [Attachment A](#)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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CUSIP No. 85916J102

SCHEDULE 13G

Page 18 of 27

NAMES OF REPORTING PERSONS

1

Timothy J. Wollaeger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OR ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

2,294,206

SOLE DISPOSITIVE POWER

EACH

REPORTING

7

PERSON

0

SHARED DISPOSITIVE POWER

WITH:

8

2,294,206

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,294,206 Please see [Attachment A](#)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.2% Please see [Attachment A](#)

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 85916J102

SCHEDULE 13G

Page 19 of 27

NAMES OF REPORTING PERSONS

**1** Paul A. Grayson  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)   
SEC USE ONLY

**3** United States of America

**4** CITIZENSHIP OR PLACE OR ORGANIZATION

**5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

**6** 0  
SHARED VOTING POWER

**7** 938,949  
SOLE DISPOSITIVE POWER

**8** 0  
SHARED DISPOSITIVE POWER

**9** 938,949  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10** 938,949 Please see [Attachment A](#)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

**11** 2.5% Please see [Attachment A](#)  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

**Item 1.**

- (a) Name of issuer:  
Stereotaxis, Inc.
- (b) Address of issuer's principal executive offices:  
4320 Forest Park Avenue, Suite 100  
St. Louis, MO 63108

**Item 2.**

- (a) Name of person filing:  
Middleton McNeil Retirement Trust  
Sanderling Ventures Management V  
Sanderling VI Beteiligungs GmbH & Co. KG  
Sanderling VI Limited Partnership  
Sanderling Ventures Management VI  
Sanderling IV Biomedical Co-Investment Fund, L.P.  
Sanderling Venture Partners IV Co-Investment Fund, L.P.  
Sanderling Venture Partners V Co-Investment Fund, L.P.  
Sanderling V Beteiligungs GmbH & Co. KG  
Sanderling V Limited Partnership  
Sanderling V Biomedical Co-Investment Fund, L.P.  
Sanderling Venture Partners II, L.P.  
Sanderling Management 401(k) Plan  
Sanderling Venture Partners VI Co-Investment Fund, L.P.  
Fred A. Middleton  
Robert G. McNeil  
Timothy C. Mills  
Timothy J. Wollaeger

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Paul A. Grayson

The foregoing persons, sometimes collectively referred to herein as the Reporting Persons, have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit A (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

(b) Address of principal business office or, if none, residence:

c/o Sanderling Ventures

400 South El Camino Real

Suite 1200

San Mateo, California 94402-1708

(c) Citizenship:

Middleton McNeil Retirement Trust	California
Sanderling Ventures Management V	California
Sanderling VI Beteiligungs GmbH & Co. KG	Germany
Sanderling VI Limited Partnership	Cayman Islands
Sanderling Ventures Management VI	California
Sanderling IV Biomedical Co-Investment Fund, L.P.	California
Sanderling Venture Partners IV Co-Investment Fund, L.P.	California
Sanderling Venture Partners V Co-Investment Fund, L.P.	California
Sanderling V Beteiligungs GmbH & Co. KG	Germany
Sanderling V Limited Partnership	Cayman Islands

Sanderling V Biomedical Co-Investment Fund, L.P.	California
Sanderling Venture Partners II, L.P.	California
Sanderling Management 401(k) Plan	California

## Edgar Filing: Stereotaxis, Inc. - Form SC 13G/A

Sanderling Venture Partners VI Co-Investment Fund, L.P.	California
Fred A. Middleton	United States of America
Robert G. McNeil	United States of America
Timothy C. Mills	United States of America
Timothy J. Wollaeger	United States of America
Paul A. Grayson	United States of America

- (d) Title of class of securities:  
Common Stock, par value \$0.001 per share, of Stereotaxis, Inc.
- (e) CUSIP No.:  
85916J102

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4.** Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- |                                   |       |
|-----------------------------------|-------|
| Middleton McNeil Retirement Trust | 797   |
| Sanderling Ventures Management V  | 2,724 |

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Sanderling VI Beteiligungs GmbH & Co. KG	17,318
Sanderling VI Limited Partnership	20,634
Sanderling Ventures Management VI	6,149
Sanderling IV Biomedical Co-Investment Fund, L.P.	542,238
Sanderling Venture Partners IV Co-Investment Fund, L.P.	224,515
Sanderling Venture Partners V Co-Investment Fund, L.P.	702,407
Sanderling V Beteiligungs GmbH & Co. KG	114,536
Sanderling V Limited Partnership	123,572
Sanderling V Biomedical Co-Investment Fund, L.P.	412,018

CUSIP No. 85916J102

**SCHEDULE 13G**

Page 22 of 27

Sanderling Venture Partners II, L.P.	781,351
Sanderling Management 401(k) Plan	15,000
Sanderling Venture Partners VI Co-Investment Fund, L.P.	894,848
Fred A. Middleton	4,085,913
Robert G. McNeil	3,918,280
Timothy C. Mills	2,384,483
Timothy J. Wollaeger	2,294,206
Paul A. Grayson	938,949

(b) Percent of class:

Middleton McNeil Retirement Trust	0.0%
Sanderling Ventures Management V	0.0%
Sanderling VI Beteiligungs GmbH & Co. KG	0.0%
Sanderling VI Limited Partnership	0.1%
Sanderling Ventures Management VI	0.0%
Sanderling IV Biomedical Co-Investment Fund, L.P.	1.5%

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Sanderling Venture Partners IV Co-Investment Fund, L.P.	0.6%
Sanderling Venture Partners V Co-Investment Fund, L.P.	1.9%
Sanderling V Beteiligungs GmbH & Co. KG	0.3%
Sanderling V Limited Partnership	0.3%
Sanderling V Biomedical Co-Investment Fund, L.P.	1.1%
Sanderling Venture Partners II, L.P.	2.1%
Sanderling Management 401(k) Plan	0.0%
Sanderling Venture Partners VI Co-Investment Fund, L.P.	2.4%
Fred A. Middleton	11.0%
Robert G. McNeil	10.5%
Timothy C. Mills	6.4%
Timothy J. Wollaeger	6.2%
Paul A. Grayson	2.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Middleton McNeil Retirement Trust	797
Sanderling Ventures Management V	2,724
Sanderling VI Beteiligungs GmbH & Co. KG	17,318
Sanderling VI Limited Partnership	20,634
Sanderling Ventures Management VI	6,149
Sanderling IV Biomedical Co-Investment Fund, L.P.	542,238
Sanderling Venture Partners IV Co-Investment Fund, L.P.	224,515
Sanderling Venture Partners V Co-Investment Fund, L.P.	702,407
Sanderling V Beteiligungs GmbH & Co. KG	114,536
Sanderling V Limited Partnership	123,572
Sanderling V Biomedical Co-Investment Fund, L.P.	412,018
Sanderling Venture Partners II, L.P.	781,351

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Sanderling Management 401(k) Plan	15,000
Sanderling Venture Partners VI Co-Investment Fund, L.P.	894,848
Fred A. Middleton	227,086
Robert G. McNeil	60,173
Timothy C. Mills	90,277
Timothy J. Wollaeger	0
Paul A. Grayson	0

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CUSIP No. 85916J102

**SCHEDULE 13G**

Page 23 of 27

(ii) Shared power to vote or to direct the vote:

Middleton McNeil Retirement Trust	0
Sanderling Ventures Management V	0
Sanderling VI Beteiligungs GmbH & Co. KG	0
Sanderling VI Limited Partnership	0
Sanderling Ventures Management VI	0
Sanderling IV Biomedical Co-Investment Fund, L.P.	0
Sanderling Venture Partners IV Co-Investment Fund, L.P.	0
Sanderling Venture Partners V Co-Investment Fund, L.P.	0
Sanderling V Beteiligungs GmbH & Co. KG	0
Sanderling V Limited Partnership	0
Sanderling V Biomedical Co-Investment Fund, L.P.	0
Sanderling Venture Partners II, L.P.	0
Sanderling Management 401(k) Plan	0



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Sanderling Venture Partners VI Co-Investment Fund, L.P.	0
Fred A. Middleton	3,858,107
Robert G. McNeil	3,858,107
Timothy C. Mills	2,294,206
Timothy J. Wollaeger	2,294,206
Paul A. Grayson	938,949

(iii) Sole power to dispose or to direct the disposition of:

Middleton McNeil Retirement Trust	797
Sanderling Ventures Management V	2,724
Sanderling VI Beteiligungs GmbH & Co. KG	17,318
Sanderling VI Limited Partnership	20,634
Sanderling Ventures Management VI	6,149
Sanderling IV Biomedical Co-Investment Fund, L.P.	542,238
Sanderling Venture Partners IV Co-Investment Fund, L.P.	224,515
Sanderling Venture Partners V Co-Investment Fund, L.P.	702,407
Sanderling V Beteiligungs GmbH & Co. KG	114,536
Sanderling V Limited Partnership	123,572
Sanderling V Biomedical Co-Investment Fund, L.P.	412,018
Sanderling Venture Partners II, L.P.	781,351
Sanderling Management 401(k) Plan	15,000
Sanderling Venture Partners VI Co-Investment Fund, L.P.	894,848
Fred A. Middleton	227,086
Robert G. McNeil	60,173
Timothy C. Mills	90,277
Timothy J. Wollaeger	0
Paul A. Grayson	0

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(iv) Shared power to dispose or to direct the disposition of:

Middleton McNeil Retirement Trust	0
Sanderling Ventures Management V	0
Sanderling VI Beteiligungs GmbH & Co. KG	0
Sanderling VI Limited Partnership	0
Sanderling Ventures Management VI	0
Sanderling IV Biomedical Co-Investment Fund, L.P.	0
Sanderling Venture Partners IV Co-Investment Fund, L.P.	0
Sanderling Venture Partners V Co-Investment Fund, L.P.	0
Sanderling V Beteiligungs GmbH & Co. KG	0
Sanderling V Limited Partnership	0
Sanderling V Biomedical Co-Investment Fund, L.P.	0
Sanderling Venture Partners II, L.P.	0
Sanderling Management 401(k) Plan	0

CUSIP No. 85916J102

**SCHEDULE 13G**

Page 24 of 27

Sanderling Venture Partners VI Co-Investment Fund, L.P.	0
Fred A. Middleton	3,858,107
Robert G. McNeil	3,858,107
Timothy C. Mills	2,294,206
Timothy J. Wollaeger	2,294,206
Paul A. Grayson	938,949

**Item 5.** Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following.

**Item 6.** Ownership of More than Five Percent on Behalf of Another Person. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries

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of employee benefit plan, pension fund or endowment fund is not required.

Not applicable

**Item 7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable

**Item 8.** Identification and Classification of Members of the Group. If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable

**Item 9.** Notice of Dissolution of Group. Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed. If required, by members of the group, in their individual capacity. See Item 5.

Not applicable

**Item 10.** Certifications.

Not applicable

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CUSIP No. 85916J102

SCHEDULE 13G

Page 25 of 27

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2008

Middleton McNeil Retirement Trust

Sanderling Ventures Management V

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Sanderling VI Beteiligungs GmbH & Co. KG

Sanderling VI Limited Partnership

Sanderling Ventures Management VI

Sanderling IV Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners IV Co-Investment Fund, L.P.

Sanderling Venture Partners V Co-Investment Fund, L.P.

Sanderling V Beteiligungs GmbH & Co. KG

Sanderling V Limited Partnership

Sanderling V Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners II, L.P.

Sanderling Management 401(k) Plan

Sanderling Venture Partners VI Co-Investment Fund, L.P.

By: /s/ Fred A. Middleton  
Fred A. Middleton  
General Partner

/s/ Fred A. Middleton

Fred A. Middleton

/s/ Robert G. McNeil

Robert G. McNeil

/s/ Timothy C. Mills

Timothy C. Mills

/s/ Timothy J. Wollaeger

Timothy J. Wollaeger

/s/ Paul A. Grayson

Paul A. Grayson

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CUSIP No. 85916J102

**SCHEDULE 13G**

Page 26 of 27

**JOINT FILING UNDERTAKING**

The undersigned, being duly authorized thereunder, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: March 14, 2008

Middleton McNeil Retirement Trust

Sanderling Ventures Management V

Sanderling VI Beteiligungs GmbH & Co. KG

Sanderling VI Limited Partnership

Sanderling Ventures Management VI

Sanderling IV Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners IV Co-Investment Fund, L.P.

Sanderling Venture Partners V Co-Investment Fund, L.P.

Sanderling V Beteiligungs GmbH & Co. KG

Sanderling V Limited Partnership

Sanderling V Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners II, L.P.

Sanderling Management 401(k) Plan

Sanderling Venture Partners VI Co-Investment Fund, L.P.

By: /s/ Fred A. Middleton  
Fred A. Middleton  
General Partner

/s/ Fred A. Middleton

Fred A. Middleton

/s/ Robert G. McNeil

Robert G. McNeil

/s/ Timothy C. Mills

Timothy C. Mills

/s/ Timothy J. Wollaeger

Timothy J. Wollaeger

/s/ Paul A. Grayson

Paul A. Grayson

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CUSIP No. 85916J102

**SCHEDULE 13G**

Page 27 of 27

**Attachment A**

Middleton-McNeil Associates, L.P. is the general partner of Sanderling Venture Partners II, L.P. and has voting and dispositive authority over the shares owned by Sanderling Venture Partners II, L.P. Middleton-McNeil Associates, L.P. is managed by its general partners, Fred A. Middleton and Robert G. McNeil. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Middleton-McNeil, L.P. is the general partner of Sanderling II Limited Partnership and has voting and dispositive authority over the shares owned by such entities. Middleton-McNeil, L.P. is managed by its general partners, Fred A. Middleton and Robert G. McNeil. Such individuals

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disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Middleton-McNeil Associates IV, LLC is the general partner of Sanderling IV Biomedical Co-Investment Fund, L.P. and has voting and dispositive authority over the shares owned by Sanderling IV Biomedical Co-Investment Fund, L.P. Middleton-McNeil Associates IV, LLC is managed by its members, Fred A. Middleton and Robert G. McNeil. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Middleton-McNeil Associates IV, L.P. is the general partner of Sanderling Venture Partners IV Co-Investment Fund, L.P. and has voting and dispositive power over the shares owned by Sanderling Venture Partners IV Co-Investment Fund, L.P. Middleton-McNeil Associates IV, L.P. is managed by its general partners, Fred A. Middleton and Robert G. McNeil. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Middleton, McNeil & Mills Associates V, LLC is the Investment General Partner of Sanderling V Limited Partnership and Sanderling V Beteiligungs GmbH & Co. KG and the General Partner of Sanderling V Biomedical Co-Investment Fund, L.P. and Sanderling Venture Partners V Co-Investment Fund, L.P. and has voting and dispositive authority over the shares owned by such entities. Middleton, McNeil & Mills Associates V, LLC is managed by its managing directors, Fred A. Middleton and Robert G. McNeil, Timothy C. Mills and Timothy J. Wollaeger. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Sanderling Ventures Management V is managed by Fred A. Middleton and Robert G. McNeil, Timothy C. Mills, and Timothy J. Wollaeger, the individuals who have invested under the d/b/a Sanderling Ventures Management V, which individuals have voting and dispositive power over the shares owned by Sanderling Ventures Management V. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Sanderling Ventures Management VI is managed by Fred A. Middleton and Robert G. McNeil, Timothy C. Mills, Timothy J. Wollaeger and Paul A. Grayson, the individuals who have invested under the d/b/a Sanderling Ventures Management VI, which individuals have voting and dispositive power over the shares owned by Sanderling Ventures Management VI. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Middleton, McNeil, Mills & Associates, VI, LLC is the Investment General Partner of Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH & Co. KG and Sanderling VI Limited Partnership and has voting and dispositive power over the shares owned by such entity. Sanderling Venture Partners VI Co-Investment Fund, L.P. is managed by its managing directors, Fred A. Middleton and Robert G. McNeil, Timothy C. Mills, Timothy J. Wollaeger and Paul A. Grayson. Such individuals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

The Middleton McNeil Retirement Trust has voting and dispositive authority over the shares owned by such trust. The trust's trustees are Fred A. Middleton and Robert G. McNeil, who manage the trust for the benefit of Fred A. Middleton and Robert G. McNeil. Such individuals disclaim beneficial ownership of all such shares held by the foregoing trust, except to the extent of their proportionate pecuniary interests therein.