Stereotaxis, Inc. Form 3 February 10, 2017

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Fischel Nathan

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/03/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Stereotaxis, Inc. [STXS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O STEREOTAXIS. INC., 4320 FOREST PARK **AVENUE. SUITE 100**

(Street)

10% Owner _X_ Director Officer

(Check all applicable)

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

ST. LOUIS, MOÂ 63108

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 1,372,862 Ι See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	12,558,567 (3)	\$ 0.65 (4)	I	See footnote (1)
Common Stock Warrant (right to buy)	09/29/2016	09/29/2021	Common Stock	12,307,692 (5)	\$ 0.7 (4)	I	See footnote (1)
Common Stock Warrant (right to buy)	08/07/2013	11/11/2018	Common Stock	1,041,357	\$ 3.361	I	See footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer of the same of the sa	Director	10% Owner	Officer	Other		
Fischel Nathan						
C/O STEREOTAXIS, INC.	λv	Â	Â	Â		
4320 FOREST PARK AVENUE, SUITE 100	АЛ	A	A	A		
ST. LOUIS. MO 63108						

Signatures

/s/ Karen W. Duros, Attorney-in-Fact

02/09/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Held by funds of which DAFNA Capital Management, LLC, a Delaware limited liability company, is the investment manager and general partner. Dr. Fischel is the Chief Executive Officer, of DAFNA Capital Management, LLC.
- (2) The Series A convertible preferred stock is convertible at the election of the holder at any time and has no expiration date.
 - The number of shares is based on the initial conversion price of \$.65. The conversion price is subject to adjustment. For purposes of determining the number of shares of common stock upon conversion, the value of the convertible preferred stock will be increased by the
- (3) amount of dividends at a rate of 6% per annum, which will be cumulative and accrue daily from the date of issuance on the \$1,000 stated value. The conversion of the Series A convertible preferred stock, and exercising of the warrants are restricted to the extent that, upon such conversion or exercise, the number of shares of common stock then beneficially owned by the holder of such securities and its affiliates would exceed 4.99% of the total number of shares of common stock then outstanding.
- (4) Initial conversion/exercise price. The conversion/exercise price is subject to adjustment.
- The number of shares is based on the initial exercise price of \$.70. The exercise price is subject to adjustment. The conversion of the Series A convertible preferred stock, and exercising of the warrants are restricted to the extent that, upon such conversion or exercise, the number of shares of common stock then beneficially owned by the holder of such securities and its affiliates would exceed 4.99% of the total number of shares of common stock then outstanding.

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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