

Stereotaxis, Inc.
Form 4
May 25, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)
05/24/2016

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	05/24/2016		A	(A) or (D) Amount 10,000 (1)	A \$ 0 56,810	D	
Common Stock					1,107,189	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock					40,673	I	Sanderling Ventures Management VI

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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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A
C/O STEREOTAXIS, INC.
4320 FOREST PARK AVENUE, SUITE 100 X
ST. LOUIS, MO 63108

Signatures

/s/ Karen W. Duros,
Attorney-in-Fact 05/25/2016

__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) Grant of restricted share units. Each restricted share unit represents a right to receive one share of common stock. The restricted share units vest one year from the date of the grant or the date of the next annual shareholders meeting, whichever is earlier.

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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