

MIDDLETON FRED A
Form 4
March 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
03/02/2018

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	03/02/2018		X		153,846	A	\$ 0.28
Common Stock					1,107,189	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock					6,358	I	Sanderling VI Limited Partnership

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Common Stock		5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
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

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Common Stock Warrant (right to buy)	\$ 0.7	03/01/2018 ⁽¹⁾	D	153,846	09/29/2016	09/29/2021	Common Stock
Common Stock Warrant (right to buy)	\$ 0.28	03/01/2018 ⁽¹⁾	A	153,846	09/29/2016	09/29/2021	Common Stock
Common Stock Warrant (right to buy)	\$ 0.28	03/02/2018	X	153,846	09/29/2016	09/29/2021	Common Stock

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 ST. LOUIS, MO 63108	X			

Signatures

/s/ Karen Witte Duros, Attorney-in-Fact	03/05/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) On February 28, 2018, the issuer and certain holders of outstanding warrants issued pursuant to the Stock Purchase Agreement dated September 26, 2016, including the reporting person, entered into an amendment to the warrants. The amendment provided that the exercise price of the warrants would be reduced for a limited period of time, provided that at least \$6 million of warrants was exercised during the limited period. This condition was satisfied on March 1, 2018.

(2) The transactions reported in the first two lines of Table II above report the amendment of the warrant to temporarily reduce the exercise price from \$0.70 per share to \$0.28 per share. The amendment is reported as the disposition of the old warrant and the acquisition of a new one. The amendment to the warrant was approved by a transaction committee consisting solely of independent directors for purposes of Rules 16b-3(d) and (e).

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.