

MIDDLETON FRED A
Form 4
March 05, 2018

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)
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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(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

**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) 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.