

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Fischel David Leo</u>  (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 <u>Stereotaxis, Inc. [ STXS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance share units	(1)	05/20/2021 <sup>(2)</sup>		A		13,000,000		(3)	12/31/2030	Common Stock	13,000,000	\$0	13,000,000	D	

Explanation of Responses:

- Each performance share unit represents a contingent right to receive one share of the Issuer's common stock.
- On February 23, 2021, the Issuer's board of directors, based upon the recommendation of the Compensation Committee, granted the reporting person a performance share unit award of up to 13,000,000 shares of common stock (the "Award"), subject to stockholder approval of the issuance of the shares under the Award. The Issuer's stockholders approved the issuance of the shares under the Award on May 20, 2021.
- The Award consists of ten tranches which vest based on the attainment of market capitalization milestones, and subject to the reporting person continuing to serve as the Chief Executive Officer, Executive Chairman or such other mutually agreed upon significant role with the Issuer from the grant date through December 31, 2030, all subject to the exceptions set forth in the Award agreement. The market capitalization milestones are subject to adjustment following certain acquisitions and spin-off transactions by the Issuer, and the number of shares subject to the Award shall be adjusted following stock splits, stock dividends, combinations or reclassifications of shares, recapitalization, consolidation, split-up, merger, or similar transactions. The service component of the award will be waived upon the occurrence of certain events in set forth in the Award agreement. The Award agreement has been filed as an exhibit to the Company's filings with the Securities and Exchange Commission.

/s/ Kimberly R. Peery, Attorney-in-Fact, for David L. Fischel 05/20/2021

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.