Instruction 1(b).

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| Name and Address of Reporting Person*     Benfer David |   |  |                    |  | 2. Issuer Name and Ticker or Trading Symbol Stereotaxis, Inc. [ STXS ] |   |              |   |   |                                  |                   |   |                             | (Ch                    | eck all ap <sub>l</sub><br>X Dire                                 | olicable)<br>ctor  | 1   | Person(s) to Issuer  10% Owner |  |  |  |
|--|---|--|--------------------|--|--|---|--------------|---|---|----------------------------------|-------------------|---|-----------------------------|------------------------|---|--|---|--------------------------------|--|--|--|
| (Last) (First) (Middle) C/O STEREOTAXIS, INC.          |   |  |                    |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020 |              |   |   |                                  |                   |   |                             |                        | Offic<br>belo   | er (give title<br>w)   |   | Other (s<br>elow)              | specify  |  |  |
| 4320 FOREST PARK AVENUE, SUITE 100                     |   |  |                    |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |              |   |   |                                  |                   |   |                             |                        |   | 6. Individual or Joint/Group Filing (Check Applicable Line)  |   |                                |  |  |  |
| (Street)   |   |  |                    |  |  |   |              |   |   |                                  |                   |   |                             |                        |   | X Form filed by One Reporting Person   |   |                                |  |  |  |
| ST. LOU  | JIS, MO   | 5 6  | 3108               |  |  |   |              |   |   |                                  |                   |   |                             |                        | Forn<br>Pers  | n filed by Mo<br>on  | re than On  | e Repo                         | orting   |  |  |
| (City)   | (St   | ate) (Z                                    | Zip)               |  |  |   |              |   |   |                                  |                   |   |                             |                        |   |  |   |                                |  |  |  |
|  |   | Table                                      | I - No             | n-Deriva                                   | tive S   | Secu  | rities       | Acq                                     | uired,  | Dis                              | posed of          | , or  | Bene                        | eficia                 | lly Owr   | ed   |   |                                |  |  |  |
| Dat  |   |  | Date               | 2. Transaction<br>Date<br>(Month/Day/Year) |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |              | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securitie<br>Disposed 0<br>5) | quired (          | (A) or<br>3, 4 an   | d Securi<br>Benefi<br>Owner | icially<br>d Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) |  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                |  |  |  |
|  |   |  |                    |  |  |   |              |   |   |                                  | Amount (A) or (D) |   |                             | Price                  | Transa  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)   |   | - [                            | (instr. 4)   |  |  |
| Common Stock 07  |   |  |                    | 07/01/2                                    | 2020   |   |              |   | A   |                                  | 30,000(1)         |   | Α                           | \$ <mark>0</mark>      | 11  | 117,954  |   |                                |  |  |  |
| Common   | Stock   |  |                    |  |  |   |              |   |   |                                  |                   |   |                             |                        | - 2   | 2,700  | I   |                                | Spouse   |  |  |
| Common Stock   |   |  |                    |  |  |   |              |   |   |                                  |                   |   |                             |                        | 16  | 160,000  |   |                                | Benfer<br>Family<br>Trust, D<br>Benfer<br>& M<br>Benfer<br>TTEE    |  |  |
|  |   | Tal  | ble II -           | Derivati                                   | ve Se  | curi  | ties         | Acqu                                    | ired, C   | Dispo                            | osed of, o        | or B  | Benef                       | iciall                 | y Owne  | d  | ,   | ,                              |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Dee<br>Executi |  | n Date, Transac  |   | 5. Number of |   | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Yo |                                  | isable and<br>te  | 7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)  Amoun or Numbe of Title Shares |                             | ount                   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)               | 9. Number<br>derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | Own<br>Form<br>Direc<br>or In<br>(I) (Ir                          |                                | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |

## **Explanation of Responses:**

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 immediately upon the date of the grant.

/s/ Kimberly R. Peery,

07/06/2020 Attorney-in-Fact, for David

**Benfer** 

\*\* 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.