SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DAFNA Capital Management LLC	Stereotaxis, Inc. [STXS]	☐ Director ☑ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☐ Officer (give title below) ☐ Other (specify below)
10990 WILSHIRE BOULEVARD, SUITE 1400	3. Date of Earliest Transaction (Month/Day/Year)	
(Street)	11/09/2026	
LOS ANGELES CA 90024	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		☐ 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			

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				
Convertible Promissory Notes	(2)	11/09/2026		P[1]		$2,000,000		11/09/2026[3]	11/09/2029	Common Stock	1,652,892	$2,000,000	$2,000,000	I	See footnote[4]

1. Name and Address of Reporting Person*
DAFNA Capital Management LLC
(Last) (First) (Middle)
10990 WILSHIRE BOULEVARD, SUITE 1400
(Street)
LOS ANGELES CA 90024
(City) (State) (Zip)

1. Name and Address of Reporting Person*
Ghodsian Fariba Fischel
(Last) (First) (Middle)
C/O DAFNA CAPITAL MANAGEMENT, LLC
10990 WILSHIRE BOULEVARD, SUITE 1400
(Street)
LOS ANGELES CA 90024
(City) (State) (Zip)

Explanation of Responses:

1. On November 9, 2026, the Issuer entered into a note purchase agreement (the "Purchase Agreement") with certain investors, including DAFNA Capital Management, LLC ("DAFNA"), on behalf of DAFNA LifeScience, L.P. and DAFNA LifeScience Select, L.P. (the "Funds"), for the purchase of convertible promissory notes (the "Notes"). DAFNA acquired Notes under the Purchase Agreement in the aggregate principal amount, and for a total purchase price, of $2,000,000. The Notes have a maturity date of November 9, 2029 and bear interest at a rate of 10% per annum, which may be paid in cash or in kind be adding the amount of interest to the principal balance.

2. The conversion of the Notes will be made based on a conversion rate of $1.21 per share.

3. The Notes and accrued interest are convertible into shares of the Issuer's Common Stock at the election of the holders at any time prior to the maturity date or the consummation of a merger, sale, consolidation or reorganization of the Issuer, subject to a 19.9% beneficial ownership blocker. If the Notes cannot be fully converted due to the NYSE American exchange cap, then no portion of the Notes will convert into the Issuer's Common Stock until the Issuer has obtained stockholder approval to the waiver of the exchange cap.

4. The reported securities are directly owned by the Funds. DAFNA may be deemed to beneficially own the reported securities as the investment manager and general partner of the Funds. The reported securities may also be deemed beneficially owned by Dr. Fariba Ghodsian as the Chief Investment Officer of DAFNA. DAFNA and Dr. Ghodsian disclaim beneficial ownership of the reported securities except to the extent of its and her respective pecuniary interest therein, if any. This report shall not be deemed an admission that DAFNA or Dr. Ghodsian is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

DAFNA Capital Management, LLC By: /s/ Dr. Nathan Fischel 11/12/2026

By: /s/ Dr. Fariba Ghodsian 11/12/2026

** 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.