

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>MIDDLETON FRED A</b>  (Last) (First) (Middle) <b>C/O STEREOTAXIS, INC.</b> <b>4320 FOREST PARK AVENUE, SUITE 100</b>  (Street) <b>ST. LOUIS MO 63108</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Stereotaxis, Inc. [ STXS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2018</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	303,528	D	
Common Stock								1,107,189	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock								6,358	I	Sanderling VI Limited Partnership
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.

**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								22,451	I	Sanderling Venture Partners IV Co-Investment Fund

**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				
Common Stock Warrant (right to buy)	\$0.7	03/01/2018 <sup>(1)</sup>		D			153,846	09/29/2016	09/29/2021	Common Stock	153,846	(2)	0	D	
Common Stock Warrant (right to buy)	\$0.28	03/01/2018 <sup>(1)</sup>		A			153,846	09/29/2016	09/29/2021	Common Stock	153,846	(2)	153,846	D	
Common Stock Warrant (right to buy)	\$0.28	03/02/2018		X			153,846	09/29/2016	09/29/2021	Common Stock	153,846	\$0	0	D	

**Explanation of Responses:**

- 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.
- 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).

**Remarks:**

/s/ Karen Witte Duros, Attorney-  
in-Fact

03/05/2018  
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.

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