SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| | or Sec | tion 30(h) of 1 | the Investment Company Act of 1 | .940 | | | | | |
|--|---|--------------------|--|---|------------------------------------|---|---|--|--|
| 1. Name and Address of Reporting Person [*] Mills William C. III | 2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2004 | | 3. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc.</u> [STXS] | | | | | | |
| (Last) (First) (Middle) 626 SCHOOL STREET | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check | | | |
| (Street) CARLISLE MA 01741 | - | | below) | below) | | Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | Table I - No | n-Derivati | ive Securities Beneficial | ly Owned | | | | | |
| 1. Title of Security (Instr. 4) | | | Amount of Securities eneficially Owned (Instr. 4) | 3. Ownersh Form: Dire or Indirect (Instr. 5) | t (D) (Instr. 5) | | | | |
| | | | e Securities Beneficially nts, options, convertible | | s) | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exer Expiration D (Month/Day/ | cisable and ate | 3. Title and Amount of Securi Underlying Derivative Securi | Amount of Securities | | 5. on Ownership se Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) e or Indirect (I) (Instr. 5) | | | |
| Stock Option (right to buy) | 11/01/2002 | 11/01/2010 | Common Stock | 6,944 | 0.79 | D | | | |
| Stock Option (right to buy) | 03/25/2003 | 03/25/2012 | Common Stock | 8,333 | 4.75 | D | | | |
| Stock Option (right to buy) | 09/25/2003 | 09/25/2012 | Common Stock | 6,250 | 5.94 | D | | | |
| Stock Option (right to buy) | 09/23/2004 | 09/23/2013 | Common Stock | 6,250 | 5.94 | D | | | |
| Stock Option (right to buy) | 05/26/2005 | 05/26/2014 | Common Stock | 6,250 | 7.02 | D | | | |
| Series D Convertible Preferred Stock | (1) | (1) | Common Stock | 640 | (2) | I | Advent Partners HLS II Limited Partnership ⁽³⁾ | | |
| Series D Convertible Preferred Stock | (1) | (1) | Common Stock | 3,200 | (2) | I | Advent Partners Limited Partnership ⁽³⁾ | | |
| Series D-1 Convertible Preferred Stock | (1) | (1) | Common Stock | 192 | (2) | I | Advent Partners HLS II Limited Partnership ⁽³⁾ | | |
| Series D-1 Convertible Preferred Stock | (1) | (1) | Common Stock | 960 | (2) | I | Advent Partners Limited Partnership ⁽³⁾ | | |
| Series D-2 Convertible Preferred Stock | (1) | (1) | Common Stock | 128 | (2) | I | Advent Partners HLS II Limited Partnership ⁽³⁾ | | |
| Series D-2 Convertible Preferred Stock | (1) | (1) | Common Stock | 640 | (2) | I | Advent Partners Limited Partnership ⁽³⁾ | | |
| Series D-1 Common Stock Warrants | 11/21/2001 | 11/21/2006 | Common Stock | 29 | 7.81 | I | Advent Partners HLS II Limited Partnership ⁽³⁾ | | |
| Series D-1 Common Stock Warrants | 11/21/2001 | 11/21/2006 | Common Stock | 144 | 7.81 | I | Advent Partners Limited Partnership ⁽³⁾ | | |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
|--|--|--------------------|--|--|------------------------------------|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | | | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | | | | |
| Series D-2 Common Stock Warrants | 12/17/2002 | 12/31/2007 | Common Stock | 19 | 7.81 | I | Advent Partners HLS II Limited Partnership ⁽³⁾ | | | | |
| Series D-2 Common Stock Warrants | 12/17/2002 | 12/31/2007 | Common Stock | 96 | 7.81 | Ι | Advent Partners Limited Partnership ⁽³⁾ | | | | |

Explanation of Responses:

1. All Series of the Company's Convertible Preferred Stock are convertible upon demand at any time.

2. 1-for-3.6.

3. These shares are indirectly beneficially owned as a limited partner.

/s/ William C. Mills III

08/04/2004

** 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 5 (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.