

Stereotaxis, Inc.
Form 3
February 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fischel Nathan</p> <p>(Last) (First) (Middle)</p> <p>C/O STEREOTAXIS, INC., Â 4320 FOREST PARK AVENUE, SUITE 100</p> <p>(Street)</p> <p>ST. LOUIS, Â MO Â 63108</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/03/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Stereotaxis, Inc. [STXS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,372,862	I	See footnote ⁽¹⁾

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

SEC 1473 (7-02)

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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 Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	12,558,567 (3)	\$ 0.65 (4)	I	See footnote (1)
Common Stock Warrant (right to buy)	09/29/2016	09/29/2021	Common Stock	12,307,692 (5)	\$ 0.7 (4)	I	See footnote (1)
Common Stock Warrant (right to buy)	08/07/2013	11/11/2018	Common Stock	1,041,357	\$ 3.361	I	See footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fischel Nathan C/O STEREOTAXIS, INC. 4320 FOREST PARK AVENUE, SUITE 100 ST. LOUIS, MO 63108	Â X	Â	Â	Â

Signatures

/s/ Karen W. Duros,
Attorney-in-Fact
Date: 02/09/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Held by funds of which DAFNA Capital Management, LLC, a Delaware limited liability company, is the investment manager and general partner. Dr. Fischel is the Chief Executive Officer, of DAFNA Capital Management, LLC.

(2) The Series A convertible preferred stock is convertible at the election of the holder at any time and has no expiration date.

(3) The number of shares is based on the initial conversion price of \$.65. The conversion price is subject to adjustment. For purposes of determining the number of shares of common stock upon conversion, the value of the convertible preferred stock will be increased by the amount of dividends at a rate of 6% per annum, which will be cumulative and accrue daily from the date of issuance on the \$1,000 stated value. The conversion of the Series A convertible preferred stock, and exercising of the warrants are restricted to the extent that, upon such conversion or exercise, the number of shares of common stock then beneficially owned by the holder of such securities and its affiliates would exceed 4.99% of the total number of shares of common stock then outstanding.

(4) Initial conversion/exercise price. The conversion/exercise price is subject to adjustment.

(5) The number of shares is based on the initial exercise price of \$.70. The exercise price is subject to adjustment. The conversion of the Series A convertible preferred stock, and exercising of the warrants are restricted to the extent that, upon such conversion or exercise, the number of shares of common stock then beneficially owned by the holder of such securities and its affiliates would exceed 4.99% of the total number of shares of common stock then outstanding.

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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