

Stereotaxis, Inc.
Form 4
November 18, 2013

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 Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Benfer David

(Last) (First) (Middle)

7618 SILVERWOOD COURT

(Street)

LAKEWOOD RANCH, FL 34202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Stereotaxis, Inc. [STXS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	11/14/2013		X	(A) or (D) 4,822 (1) A \$ 3	29,290	D	
Common Stock	11/14/2013		X	675 (1) A \$ 3	2,700	I	Spouse

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Share
Subscription Rights (rights to buy) ⁽²⁾	\$ 3	11/14/2013		X	14,467	10/31/2013 11/21/2013	Common Stock	4,82
Subscription Rights (right to buy) ⁽²⁾	\$ 3	11/14/2013		X	2,025	10/31/2013 11/21/2013	Common Stock	673

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benfer David 7618 SILVERWOOD COURT LAKEWOOD RANCH, FL 34202	X			

Signatures

/s/ Karen W. Duros,
Attorney-in-Fact

11/18/2013

 Signature of Reporting Person

 Date

Explanation of Responses:

* 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).

(1) Shares to be settled following the closing of the offering period for rights, which is expected to be November 21, 2013.

The Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of
(2) common stock of Stereotaxis, Inc. in accordance with a prospectus dated October 29, 2013. Each subscription right entitles the holder to purchase one-third of a share of Stereotaxis, Inc. common stock.

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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