

Alafi Christopher D
 Form 4
 May 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Alafi Christopher D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P.O. BOX 7338
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2012

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

BERKELEY, CA 94707

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/10/2012 | | P | 8,674,908 | A | Ⓛ | 12,666,281 | I | Alafi Capital Company LLC |
| Common Stock | | | | | | | 245,933 | D | |
| Common Stock | | | | | | | 126,000 | I | Christopher Alafi Trust |
| Common Stock | | | | | | | 2,225 | I | Alafi Family Foundation |
| Common | | | | | | | 30,000 | I | by Mother |

Edgar Filing: Alafi Christopher D - Form 4

- (1) The reported securities are included within 8,674,908 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- (2) The warrant was issued dated May 7, 2012, subject to closing conditions, which were satisfied on May 11, 2012. Beneficial ownership was acquired on May 11, 2012, upon satisfaction of closing conditions.
- (3) Warrant received in connection with the extension of an unsecured loan commitment between Alafi Capital Company LLC and Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.