

Ghodsian Fariba Fischel
 Form 3
 March 09, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|---|---------|----------|---|---|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| DAFNA Capital Management LLC | | | (Month/Day/Year) | Stereotaxis, Inc. [STXS] | |
| (Last) | (First) | (Middle) | 03/05/2018 | | |
| 10990 WILSHIRE BOULEVARD, SUITE 1400 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| LOS ANGELES, CA 90024 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 6,931,558 ⁽¹⁾ | I | By DAFNA LifeScience, L.P. ⁽¹⁾ |
| Common Stock | 6,748,996 ⁽¹⁾ | I | By DAFNA LifeScience Select, L.P. ⁽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)

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|------------------|---|--|--|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants | 08/07/2013 | 11/11/2018 | Common Stock | 357,037 ⁽¹⁾ ₍₃₎ | \$ 3.361 | I | By DAFNA LifeScience, L.P. ⁽¹⁾ |
| Warrants | 08/07/2013 | 11/11/2018 | Common Stock | 252,901 ⁽¹⁾ ₍₃₎ | \$ 3.361 | I | By DAFNA LifeScience Market Neutral, L.P. ⁽¹⁾ |
| Warrants | 08/07/2013 | 11/11/2018 | Common Stock | 431,419 ⁽¹⁾ ₍₃₎ | \$ 3.361 | I | By DAFNA LifeScience Select, L.P. ⁽¹⁾ |
| Series A Convertible Preferred Stock | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 6,682,052 ⁽¹⁾ ₍₃₎ ⁽⁴⁾ | \$ 0.65 | I | By DAFNA LifeScience, L.P. ⁽¹⁾ |
| Series A Convertible Preferred Stock | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 6,682,052 ⁽¹⁾ ₍₃₎ ⁽⁴⁾ | \$ 0.65 | I | By DAFNA LifeScience Select, L.P. ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAFNA Capital Management LLC 10990 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024 | Â | Â X | Â | Â |
| Ghodsian Fariba Fischel 10990 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024 | Â | Â X | Â | Â |

Signatures

/s/ Dr. Fariba Ghodsian 03/07/2018
**Signature of Reporting Person Date

DAFNA Capital Management, LLC, By: /s/Dr. Nathan Fischel 03/07/2018
**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).

The securities are owned directly by DAFNA LifeScience, L.P. ("LifeScience"), DAFNA LifeScience Market Neutral, L.P. ("LifeScience Neutral") and DAFNA LifeScience Select, L.P. ("LifeScience Select"). DAFNA Capital Management, LLC ("DAFNA") is the

(1) investment adviser and general partner to LifeScience and LifeScience Select and may be deemed to beneficially own the securities under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Dr. Fariba Ghodsian is the Chief Investment Officer of DAFNA and may also be deemed to beneficially own the securities under Section 13(d) of the Exchange Act. DAFNA, Dr. Fischel, and Dr. Ghodsian disclaim beneficial ownership of the securities for purposes of Section 16 of the Exchange Act.

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

The conversion of the Series A convertible preferred stock and exercise of the warrants are restricted to the extent that, upon such

(3) 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.

The number of shares is based on the initial conversion price of \$.65. The conversion price is subject to adjustment. For purposes of

(4) 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.

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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