

Edgar Filing: Stereotaxis, Inc. - Form SC 13G/A

Stereotaxis, Inc.
Form SC 13G/A
February 15, 2008
United States

Securities and Exchange Commission

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Stereotaxis, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

85916J102

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[Check one]

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) Names of reporting persons. I.R.S. identification Nos. of above persons (entities only).	Middleton McNeil Retirement Trust
(2) Check the appropriate box if a member of a group (see instructions)	(a) (b) x
(3) SEC use only.	
(4) Citizenship or place of organization.	California
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power.	797
(6) Shared voting power.	0
(7) Sole dispositive power.	797
(8) Shared dispositive power.	0
(9) Aggregate amount beneficially owned by each reporting person.	797 Please see <u>Attachment A</u>
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).	
(11) Percent of class represented by amount in Row (9).	0.0% Please see <u>Attachment A</u>
(12) Type of reporting person (see instructions).	OO

(1) Names of reporting persons. I.R.S. identification Nos. of above persons (entities only).	Sanderling Ventures Management V
(2) Check the appropriate box if a member of a group	(a)

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(see instructions)	(b) x
(3) SEC use only.	
(4) Citizenship or place of organization.	California
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power.	2,724
(6) Shared voting power.	0
(7) Sole dispositive power.	2,724
(8) Shared dispositive power.	0
(9) Aggregate amount beneficially owned by each reporting person.	2,724 Please see Attachment A
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).	
(11) Percent of class represented by amount in Row (9).	0.0% Please see Attachment A
(12) Type of reporting person (see instructions).	PN

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(1) Names of reporting persons. I.R.S. identification Nos. of above persons (entities only).	Sanderling VI Beteiligungs GmbH & Co. KG
(2) Check the appropriate box if a member of a group (see instructions)	(a) (b) x
(3) SEC use only.	
(4) Citizenship or place of organization.	Germany
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power.	8,128
(6) Shared voting power.	0
(7) Sole dispositive power.	8,128
(8) Shared dispositive power.	0
(9) Aggregate amount beneficially owned by each reporting person.	8,128 Please see Attachment A
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).	
(11) Percent of class represented by amount in Row (9).	0.0% Please see Attachment A
(12) Type of reporting person (see instructions).	PN

(1) Names of reporting persons. I.R.S. identification Nos. of above persons (entities only).	Sanderling VI Limited Partnership
(2) Check the appropriate box if a member of a group (see instructions)	(a) (b) x
(3) SEC use only.	
(4) Citizenship or place of organization.	Cayman Islands
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power.	9,684
(6) Shared voting power.	0
(7) Sole dispositive power.	9,684
(8) Shared dispositive power.	0
(9) Aggregate amount beneficially owned by each reporting person.	9,684 Please see Attachment A

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- (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 0.0% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). PN
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- (1) Names of reporting persons. Sanderling Ventures Management VI
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. California
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 1,149
(6) Shared voting power. 0
(7) Sole dispositive power. 1,149
(8) Shared dispositive power. 0
(9) Aggregate amount beneficially owned by each reporting person. 1,149 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 0.0% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). PN

- (1) Names of reporting persons. Sanderling IV Biomedical Co-Investment Fund, L.P.
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. California
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 542,238
(6) Shared voting power. 0
(7) Sole dispositive power. 542,238
(8) Shared dispositive power. 0
(9) Aggregate amount beneficially owned by each reporting person. 542,238 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 1.5% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). PN
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(1) Names of reporting persons. Sanderling Venture Partners IV Co-Investment Fund, L.P.
 I.R.S. identification Nos. of above persons (entities only).
 (2) Check the appropriate box if a member of a group (a)
 (see instructions) (b) x
 (3) SEC use only.
 (4) Citizenship or place of organization. California
 Number of shares beneficially owned by each reporting person with:
 (5) Sole voting power. 224,515
 (6) Shared voting power. 0
 (7) Sole dispositive power. 224,515
 (8) Shared dispositive power. 0
 (9) Aggregate amount beneficially owned by each reporting person. 224,515 Please see [Attachment A](#)
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
 (11) Percent of class represented by amount in Row (9). 0.6% Please see [Attachment A](#)
 (12) Type of reporting person (see instructions). PN

(1) Names of reporting persons. Sanderling Venture Partners V Co-Investment Fund, L.P.
 I.R.S. identification Nos. of above persons (entities only).
 (2) Check the appropriate box if a member of a group (a)
 (see instructions) (b) x
 (3) SEC use only.
 (4) Citizenship or place of organization. California
 Number of shares beneficially owned by each reporting person with:
 (5) Sole voting power. 702,407
 (6) Shared voting power. 0
 (7) Sole dispositive power. 702,407
 (8) Shared dispositive power. 0
 (9) Aggregate amount beneficially owned by each reporting person. 702,407 Please see [Attachment A](#)
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
 (11) Percent of class represented by amount in Row (9). 1.9% Please see [Attachment A](#)
 (12) Type of reporting person (see instructions). PN

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(1) Names of reporting persons. Sanderling V Beteiligungs GmbH & Co. KG
 I.R.S. identification Nos. of above persons (entities only).
 (2) Check the appropriate box if a member of a group (a)
 (see instructions) (b) x
 (3) SEC use only.
 (4) Citizenship or place of organization. Germany
 Number of shares beneficially owned by each reporting person with:
 (5) Sole voting power. 114,536

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(6) Shared voting power. 0
 (7) Sole dispositive power. 114,536
 (8) Shared dispositive power. 0
 (9) Aggregate amount beneficially owned by each reporting person. 114,536 Please see [Attachment A](#)
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
 (11) Percent of class represented by amount in Row (9). 0.3% Please see [Attachment A](#)
 (12) Type of reporting person (see instructions). PN

(1) Names of reporting persons. Sanderling V Limited Partnership
 I.R.S. identification Nos. of above persons (entities only).
 (2) Check the appropriate box if a member of a group (a)
 (see instructions) (b) x
 (3) SEC use only.
 (4) Citizenship or place of organization. Cayman Islands
 Number of shares beneficially owned by each reporting person with:
 (5) Sole voting power. 123,572
 (6) Shared voting power. 0
 (7) Sole dispositive power. 123,572
 (8) Shared dispositive power. 0
 (9) Aggregate amount beneficially owned by each reporting person. 123,572 Please see [Attachment A](#)
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
 (11) Percent of class represented by amount in Row (9). 0.3% Please see [Attachment A](#)
 (12) Type of reporting person (see instructions). PN

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(1) Names of reporting persons. Sanderling V Biomedical Co-Investment Fund, L.P.
 I.R.S. identification Nos. of above persons (entities only).
 (2) Check the appropriate box if a member of a group (a)
 (see instructions) (b) x
 (3) SEC use only.
 (4) Citizenship or place of organization. California
 Number of shares beneficially owned by each reporting person with:
 (5) Sole voting power. 412,018
 (6) Shared voting power. 0
 (7) Sole dispositive power. 412,018
 (8) Shared dispositive power. 0
 (9) Aggregate amount beneficially owned by each reporting person. 412,018 Please see [Attachment A](#)
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
 (11) Percent of class represented by amount in Row (9). 1.1% Please see [Attachment A](#)
 (12) Type of reporting person (see instructions). PN

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(1) Names of reporting persons. Sanderling Venture Partners II, L.P.
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. California
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 781,351
(6) Shared voting power. 0
(7) Sole dispositive power. 781,351
(8) Shared dispositive power. 0
(9) Aggregate amount beneficially owned by each reporting person. 781,351 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 2.1% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). PN

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(1) Names of reporting persons. Sanderling Management 401(k) Plan
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. California
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 15,000
(6) Shared voting power. 0
(7) Sole dispositive power. 15,000
(8) Shared dispositive power. 0
(9) Aggregate amount beneficially owned by each reporting person. 15,000 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 0.0% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). PN

(1) Names of reporting persons. Sanderling Venture Partners VI Co-Investment Fund, L.P.
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. California
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 419,988
(6) Shared voting power. 0
(7) Sole dispositive power. 419,988
(8) Shared dispositive power. 0
(9) Aggregate amount beneficially owned by each reporting person. 419,988 Please see [Attachment A](#)

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- (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
- (11) Percent of class represented by amount in Row (9). 1.1% Please see [Attachment A](#)
- (12) Type of reporting person (see instructions). PN
-

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- (1) Names of reporting persons. Fred A. Middleton
I.R.S. identification Nos. of above persons (entities only).
- (2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
- (3) SEC use only.
- (4) Citizenship or place of organization. United States of America
- Number of shares beneficially owned by each reporting person with:
- (5) Sole voting power. 227,086
- (6) Shared voting power. 3,358,107
- (7) Sole dispositive power. 227,086
- (8) Shared dispositive power. 3,358,107
- (9) Aggregate amount beneficially owned by each reporting person. 3,585,193 Please see [Attachment A](#)
- (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
- (11) Percent of class represented by amount in Row (9). 9.7% Please see [Attachment A](#)
- (12) Type of reporting person (see instructions). IN

- (1) Names of reporting persons. Robert G. McNeil
I.R.S. identification Nos. of above persons (entities only).
- (2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
- (3) SEC use only.
- (4) Citizenship or place of organization. United States of America
- Number of shares beneficially owned by each reporting person with:
- (5) Sole voting power. 60,173
- (6) Shared voting power. 3,358,107
- (7) Sole dispositive power. 60,173
- (8) Shared dispositive power. 3,358,107
- (9) Aggregate amount beneficially owned by each reporting person. 3,418,280 Please see [Attachment A](#)
- (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
- (11) Percent of class represented by amount in Row (9). 9.2% Please see [Attachment A](#)
- (12) Type of reporting person (see instructions). IN
-

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(1) Names of reporting persons. Timothy C. Mills
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. United States of America
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 90,277
(6) Shared voting power. 1,508,880
(7) Sole dispositive power. 90,277
(8) Shared dispositive power. 1,508,880
(9) Aggregate amount beneficially owned by each reporting person. 1,599,157 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 4.3% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). IN

(1) Names of reporting persons. Timothy J. Wollaeger
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. United States of America
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 0
(6) Shared voting power. 1,508,880
(7) Sole dispositive power. 0
(8) Shared dispositive power. 1,508,880
(9) Aggregate amount beneficially owned by each reporting person. 1,508,880 Please see [Attachment A](#)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).
(11) Percent of class represented by amount in Row (9). 4.1% Please see [Attachment A](#)
(12) Type of reporting person (see instructions). IN

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(1) Names of reporting persons. Paul A. Grayson
I.R.S. identification Nos. of above persons (entities only).
(2) Check the appropriate box if a member of a group (a)
(see instructions) (b) x
(3) SEC use only.
(4) Citizenship or place of organization. United States of America
Number of shares beneficially owned by each reporting person with:
(5) Sole voting power. 0

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(6) Shared voting power.	153,209
(7) Sole dispositive power.	0
(8) Shared dispositive power.	153,209
(9) Aggregate amount beneficially owned by each reporting person.	153,209 Please see Attachment A
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).	
(11) Percent of class represented by amount in Row (9).	0.4% Please see Attachment A
(12) Type of reporting person (see instructions).	IN

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Item 1.

(a) Name of issuer:

Stereotaxis, Inc.

(b) Address of issuer's principal executive offices:

4320 Forest Park Avenue, Suite 100

St. Louis, MO 63108

Item 2.

(a) Name of person filing:

Middleton McNeil Retirement Trust

Sanderling Ventures Management V

Sanderling VI Beteiligungs GmbH & Co. KG

Sanderling VI Limited Partnership

Sanderling Ventures Management VI

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Sanderling IV Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners IV Co-Investment Fund, L.P.

Sanderling Venture Partners V Co-Investment Fund, L.P.

Sanderling V Beteiligungs GmbH & Co. KG

Sanderling V Limited Partnership

Sanderling V Biomedical Co-Investment Fund, L.P.

Sanderling Venture Partners II, L.P.

Sanderling Management 401(k) Plan

Sanderling Venture Partners VI Co-Investment Fund, L.P.

Fred A. Middleton

Robert G. McNeil

Timothy C. Mills

Timothy J. Wollaeger

Paul A. Grayson

The foregoing persons, sometimes collectively referred to herein as the Reporting Persons, have entered into a Joint filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit A (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

(b) Address of principal business office or, if none, residence:

The address of the business office of each Reporting Person is:

c/o Sanderling Ventures

400 South El Camino Real

Suite 1200

San Mateo, California 94402-1708

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(c) Citizenship:

Middleton McNeil Retirement Trust	California
Sanderling Ventures Management V	California
Sanderling VI Beteiligungs GmbH & Co. KG	Germany
Sanderling VI Limited Partnership	Cayman Islands
Sanderling Ventures Management VI	California
Sanderling IV Biomedical Co-Investment Fund, L.P.	California
Sanderling Venture Partners IV Co-Investment Fund, L.P.	California
Sanderling Venture Partners V Co-Investment Fund, L.P.	California
Sanderling V Beteiligungs GmbH & Co. KG	Germany
Sanderling V Limited Partnership	Cayman Islands
Sanderling V Biomedical Co-Investment Fund, L.P.	California
Sanderling Venture Partners II, L.P.	California
Sanderling Management 401(k) Plan	California
Sanderling Venture Partners VI Co-Investment Fund, L.P.	California
Fred A. Middleton	United States of America
Robert G. McNeil	United States of America
Timothy C. Mills	United States of America
Timothy J. Wollaeger	United States of America
Paul A. Grayson	United States of America

(d) Title of class of securities:

Common Stock, par value \$0.001 per share, of Stereotaxis, Inc.

(e) CUSIP No.:

85916J102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
-

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- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Middleton McNeil Retirement Trust	797
Sanderling Ventures Management V	2,724
Sanderling VI Beteiligungs GmbH & Co. KG	8,128
Sanderling VI Limited Partnership	9,684
Sanderling Ventures Management VI	1,149
Sanderling IV Biomedical Co-Investment Fund, L.P.	542,238
Sanderling Venture Partners IV Co-Investment Fund, L.P.	224,515
Sanderling Venture Partners V Co-Investment Fund, L.P.	702,407