

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Rooke Andrew K.		2. Issuer Name and Ticker or Trading Symbol MRI INTERVENTIONS, INC. [MRIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O MRI INTERVENTIONS, INC., 5 MUSICK		3. Date of Earliest Transaction (Month/Day/Year) 09/02/2016			
(Street) IRVINE, CA 92618		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2016		P		10,000	A	(1)	10,000	I	By trust
Common Stock	09/02/2016		C		200,000	A	(2)	210,000	I	By trust
Common Stock								255,439	D	
Common Stock								4,658	I	By trust
Common Stock								4,658	I	By trust
Common Stock								4,658	I	By trust
Common Stock								4,658	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								2,602	I	By trust
Common Stock								11,628	I	By Withington Foundation
Common Stock								12,500	I	By Payne Partners LLC
Common Stock								51,455	I	By Rooke Fiduciary Management

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 displays a currently valid OMB control number. SEC 1474 (9-02)

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

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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$ 5.5	09/02/2016		P		9,000		09/02/2016(4)	09/02/2021	Common Stock	9,000	(1)	9,000	I	By trust
2009 Note	\$ 5	09/02/2016		C		\$ 1,000,000 (3)		(3)	(3)	Unit (3)	(3)	\$ 5 (3)	0	I	By trust
Warrants (right to buy)	\$ 5.5	09/02/2016		C		180,000		09/02/2016(4)	09/02/2021	Common Stock	180,000	(2)	180,000	I	By trust
Warrants(5) (right to buy)	\$ 5.5 (5)	03/25/2014		P		7,500		03/25/2014(4)	03/25/2019	Common Stock	7,500	(2)	7,500	I	By trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			

Rooke Andrew K. C/O MRI INTERVENTIONS, INC. 5 MUSICK IRVINE,, CA 92618	Director	10% Owner	Officer	Other
	X			

## Signatures

/s/ Richard F. Mattern, by Power of Attorney for Andrew K. Rooke		09/07/2016
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) The reported securities are included within 40,000 units purchased by the Reporting Person for \$5.00 per unit. Each unit consists of one share of common stock and one warrant to purchase 0.90 share of common stock.

(2) The reported securities are included within 200,000 units sold to the Reporting Person for \$5.00 per unit upon the automatic conversion of the \$1,000,000 principal balance of the 12% Second-Priority Secured Non-Convertible Promissory Note Due 2019 dated as of March 25, 2014 ("2019 Note") issued to and held by the Reporting Person, as amended by that certain Omnibus Amendment dated as of June 30, 2016 and that certain Second Omnibus Amendment dated as of August 31, 2016 (the "Second Omnibus Amendment"). Each unit consists of one share of common stock and one warrant to purchase 0.90 share of common stock.

(3) Upon the closing of the Issuer's private placement on September 2, 2016 (the "Private Placement"), in accordance with the terms and conditions of the Second Omnibus Amendment, the \$1,000,000 principal balance of the 2019 Note held by the Reporting Person automatically converted into 200,000 units issued and sold to the Reporting Person based on the \$5.00 offering price in the Private Placement. Each unit consists of common stock and one warrant to purchase 0.90 share of common stock.

(4) The shares subject to this warrant are immediately exercisable.

(5) These warrants were previously reported on the Form 4 filed with the Securities and Exchange Commission on March 26, 2014. This line item reflects the current exercise price of such warrants resulting from anti-dilution adjustments made pursuant to the Second Omnibus Amendment triggered by the Private Placement, on a post reverse stock split basis,.

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.