

AtriCure, Inc.
Form 4
August 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARRISON DONALD C

(Last) (First) (Middle)

525 UNIVERSITY AVENUE,
SUITE 1400

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2005

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/10/2005		C		127,502	A	\$ 0 ⁽¹⁾	193,291 D	
Common Stock	08/10/2005		C		749,500	A	\$ 0 ⁽¹⁾	749,500 I	Held by CLS I-IV, LLC ⁽²⁾
Common Stock	08/10/2005		C		8,989	A	\$ 0 ⁽¹⁾	8,989 I	Held by Charter Advisors Fund IV, L.P. ⁽⁴⁾
Common Stock	08/10/2005		C		28,506	A	\$ 0 ⁽¹⁾	28,506 I	Held by Charter Entrepreneurs

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Security Type	Acquisition Date	Symbol	Quantity	Transaction Type	Price	Value	Category	Holder
Common Stock	08/10/2005	S	82,028	D	\$ 11.16	667,472	I	Fund IV, L.P. (6) Held by CLS I-IV, LLC (2)
Common Stock	08/10/2005	S	937	D	\$ 11.16	8,052	I	Held by Charter Advisors Fund IV, L.P. (4)
Common Stock	08/10/2005	S	2,972	D	\$ 11.16	25,534	I	Held by Charter Entrepreneurs Fund IV, L.P. (6)

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

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	(1)	08/10/2005		C	V (A) 98,135 (D)	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	08/10/2005		C	V (A) 29,367 (D)	(1)	(1)	Common Stock
Series A Convertible Preferred Stock	(1)	08/10/2005		C	V (A) 397,809 (D)	(1)	(1)	Common Stock
Series A Convertible Preferred Stock	(1)	08/10/2005		C	V (A) 4,771 (D)	(1)	(1)	Common Stock

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Series A Convertible Preferred Stock	<u>(1)</u>	08/10/2005	C	15,130	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005	C	351,691	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005	C	4,218	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005	C	13,376	<u>(1)</u>	<u>(1)</u>	Common Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	8,810	08/10/2005	<u>(3)</u>	Series B Convertible Preferred Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	34,833	08/10/2005	<u>(3)</u>	Series B Convertible Preferred Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	661	08/10/2005	<u>(3)</u>	Series B Convertible Preferred Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	1,865	08/10/2005	<u>(3)</u>	Series B Convertible Preferred Stock
Common Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	8,810	08/10/2005	<u>(3)</u>	Common Stock
Common Stock Warrants	\$ 5.43	08/10/2005	C	34,833	08/10/2005	<u>(3)</u>	Common Stock

(Right to Buy)

Common Stock

Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	661	08/10/2005	<u>(3)</u>	Common Stock
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Common Stock

Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	1,865	08/10/2005	<u>(3)</u>	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HARRISON DONALD C 525 UNIVERSITY AVENUE, SUITE 1400 PALO ALTO, CA 94301	X			
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Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Donald C. Harrison	08/15/2005
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__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) The shares of Preferred Stock automatically converted on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (2) Dr. Harrison is a manager of CLS I-IV, LLC and disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (3) Warrants expire on August 10, 2006 (one year from the date of the Issuer's initial public offering).
- (4) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (5) The shares of Series B Convertible Preferred Stock issuable upon conversion of the Warrants automatically converted on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (6) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

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.