

AtriCure, Inc.
Form 4
January 31, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
JOHNSTON RICHARD M

(Last) (First) (Middle)

CAMDEN PARTNERS HOLDINGS, LLC, 500 EAST PRATT STREET, SUITE 1200

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2014

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 or Price		
Common Stock	01/30/2014		M		10,000 A \$ 12	10,000	D
Common Stock	01/30/2014		M		30,000 A \$ 9.37	40,000	D
Common Stock	01/30/2014		M		10,000 A \$ 7.99	50,000	D
Common Stock	01/30/2014		M		10,000 A \$ 9.5	60,000	D
Common Stock	01/30/2014		M		10,000 A \$ 10.1	70,000	D

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Common Stock	01/30/2014	M	10,000	A	\$ 2.58	80,000	D
Common Stock	01/30/2014	M	10,000	A	\$ 5.15	90,000	D
Common Stock	01/30/2014	M	6,667	A	\$ 14.17	96,667	D
Common Stock	01/30/2014	M	3,334	A	\$ 8.04	100,001	D
Common Stock	01/30/2014	<u>J</u> ⁽¹⁾	100,001	D	\$ 0	0	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12	01/30/2014		M	10,000	08/05/2006 ⁽²⁾	08/05/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 9.37	01/30/2014		M	30,000	04/06/2007 ⁽³⁾	04/06/2016	Common Stock	30,000
Stock Option (right to buy)	\$ 7.99	01/30/2014		M	10,000	06/21/2007 ⁽⁴⁾	06/21/2016	Common Stock	10,000
Stock Option (right to buy)	\$ 9.5	01/30/2014		M	10,000	06/20/2008 ⁽⁵⁾	06/20/2017	Common Stock	10,000

Stock Option (right to buy)	\$ 10.1	01/30/2014	M	10,000	05/28/2009 ⁽⁶⁾	05/28/2018	Common Stock	10,000
Stock Option (right to buy)	\$ 2.58	01/30/2014	M	10,000	05/21/2010 ⁽⁷⁾	05/21/2019	Common Stock	10,000
Stock Option (right to buy)	\$ 5.15	01/30/2014	M	10,000	05/19/2011 ⁽⁸⁾	05/19/2020	Common Stock	10,000
Stock Option (right to buy)	\$ 14.17	01/30/2014	M	6,667	05/18/2012 ⁽⁹⁾	05/18/2021	Common Stock	6,667
Stock Option (right to buy)	\$ 8.04	01/30/2014	M	3,334	05/15/2013 ⁽¹⁰⁾	05/15/2022	Common Stock	3,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202	X			

Signatures

/s/ Richard M. Johnston 01/31/2014

__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) Shares transferred to Camden Partners Holdings, LLC.
- (2) These options were granted on August 5, 2005 and are exercisable cumulatively at a rate of 25% per annum beginning one year from the date of grant.
- (3) These options were granted on April 6, 2006 and are exercisable cumulatively at a rate of 25% per annum beginning one year from the date of grant.
- (4) These options were granted on June 21, 2006 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.

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- (5) These options were granted on June 20, 2007 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- (6) These options were granted on May 28, 2008 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- (7) These options were granted on May 21, 2009 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- (8) These options were granted on May 19, 2010 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- (9) These options were granted on May 18, 2011 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- (10) These options were granted on May 15, 2012 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.

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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