

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 \*  
JOHNSTON RICHARD M

(Last) (First) (Middle)

ONE SOUTH STREET, SUITE  
2150

(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)  
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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2005		C		868,605	A	\$ 0 (1)	868,605	I	Held by Camden Partners Strategic Fund II-A, L.P. (2)
Common Stock	08/10/2005		C		51,527	A	\$ 0 (1)	51,527	I	Held by Camden Partners Strategic Fund II-B, L.P. (3)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Convertible Preferred Stock	(1)	08/10/2005		C	868,605	(1) (1)	(1) (1)	Common Stock	868,605
Series B Convertible Preferred Stock	(1)	08/10/2005		C	51,527	(1) (1)	(1) (1)	Common Stock	51,527

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M ONE SOUTH STREET, SUITE 2150 BALTIMORE, MD 21202		X		

## Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Richard M. Johnston 08/15/2005

\_\_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.  
  
Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-A, L.P. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (2) Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-B, L.P. Mr. Johnston 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.