

AtriCure, Inc.
Form SC 13G/A
February 06, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c)

AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

AtriCure, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04963C209

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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Exhibit Index Contained on Page 17

CUSIP NO. 04963C209 13 G Page 2 of 19

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

U.S. Venture Partners VIII, L.P. ("USVP VIII")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x
 3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0%

12 TYPE OF REPORTING PERSON*
 PN

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NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

USVP VIII Affiliates Fund, L.P. ("USVP VIII AF")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 2

(a) (b) x
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES* ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

USVP Entrepreneur Partners VIII-A, L.P. ("USVP EP VIII-A")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 2

(a) (b) x
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	7 SOLE DISPOSITIVE POWER
PERSON	
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES* ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

USVP Entrepreneur Partners VIII-B, L.P. ("USVP EP VIII-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 2

(a) (b)
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	7 SOLE DISPOSITIVE POWER
PERSON	
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES* ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Presidio Management Group VIII, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 10 ..

EXCLUDES CERTAIN SHARES*
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 0%

12 TYPE OF REPORTING PERSON* OO

CUSIP NO. 04963C209 13 G Page 7 of 19

1 NAME OF REPORTING PERSON Casey M. Tansey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5
 NUMBER OF SHARES 0 shares.

6
 BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 0 shares.

7
 SOLE DISPOSITIVE POWER

8
 WITH 0 shares.

8
 SHARED DISPOSITIVE POWER 0 shares.

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12
 TYPE OF REPORTING PERSON* IN

CUSIP NO. 04963C209 13 G Page 8 of 19

1 NAME OF REPORTING PERSON Irwin Federman
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5
 NUMBER OF SHARES 0 shares.

6
 BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 0 shares.

7
 SOLE DISPOSITIVE POWER

8
 WITH 0 shares.

8
 SHARED DISPOSITIVE POWER 0 shares.

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12
 TYPE OF REPORTING PERSON* IN

CUSIP NO. 04963C209 13 G Page 9 of 19

1 NAME OF REPORTING PERSON Winston Fu
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5
 NUMBER OF SHARES 0 shares.

6
 BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 0 shares.

7
 SOLE DISPOSITIVE POWER

8
 WITH 0 shares.

8
 SHARED DISPOSITIVE POWER 0 shares.

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12
 TYPE OF REPORTING PERSON* IN

CUSIP NO. 04963C209 13 G Page 10 of 19

1 NAME OF REPORTING PERSON Steven M. Krausz
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5
 NUMBER OF SHARES 7,231 shares.

6
 BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 0 shares.

7
 SOLE DISPOSITIVE POWER

7,231 shares.

8
 SHARED DISPOSITIVE POWER 0 shares.

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,231

10
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12
 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON David Liddle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 10 ..

EXCLUDES CERTAIN SHARES*
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON Jonathan D. Root
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5
 NUMBER OF SHARES 0 shares.

6
 BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 0 shares.

7
 SOLE DISPOSITIVE POWER

8
 WITH 0 shares.

8
 SHARED DISPOSITIVE POWER 0 shares.

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12
 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON Christopher Rust
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
NUMBER OF	5
SHARES	2,283 shares.
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	2,283 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,283

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 04963C209 13 G Page 14 of 19

1 NAME OF REPORTING PERSON Philip M. Young
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	0 shares.
SHARES	
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	0 shares.
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH	0 shares.
	8 SHARED DISPOSITIVE POWER
	0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 10 ..

EXCLUDES CERTAIN SHARES*
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 04963C209 13 G Page 15 of 19

This Amendment No. 2 amends the Statements on Schedule 13G previously filed by Presidio Management Group VIII, L.L.C., U.S. Venture Partners VIII, L.P., USVP VIII Affiliates Fund, L.P., USVP Entrepreneur Partners VIII-A, L.P., U.S. Entrepreneur Partners VIII-B, Casey M. Tansey, Irwin Federman, Winston Fu, Steven M. Krausz, David Liddle, Jonathan D. Root, Christopher Rust and Philip M. Young. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

OWNERSHIP

ITEM

4. 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:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6.

Please see Item 5.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2013

PRESIDIO MANAGEMENT GROUP VIII, L.L.C. CASEY m. TANSEY

U.S. Venture Partners VIII, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Irwin Federman
Winston Fu

USVP VIII Affiliates Fund, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Steven M. Krausz
David Liddle

USVP Entrepreneur Partners VIII-A, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

Jonathan D. Root
Christopher Rust

USVP Entrepreneur Partners VIII-B, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

Philip M. Young

By: /s/ Michael Maher
Michael Maher, Chief Financial Officer/Attorney-In-Fact for
the above-listed entities*

By: /s/ Michael Maher
Michael Maher, Attorney-In-Fact for the
above-listed individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already

on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of ArtiCure, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 5, 2013

PRESIDIO MANAGEMENT GROUP VIII, L.L.C.

U.S. Venture Partners VIII, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Irwin Federman

Winston Fu

USVP VIII Affiliates Fund, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Steven M. Krausz

David Liddle

USVP Entrepreneur Partners VIII-A, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

Jonathan D. Root

Christopher Rust

USVP Entrepreneur Partners VIII-B, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

CASEY m. TANSEY

Philip M. Young

By: /s/ Michael Maher
Michael Maher, Chief Financial Officer/Attorney-In-Fact for
the above-listed entities*

By: /s/ Michael Maher
Michael Maher, Attorney-In-Fact for the
above-listed individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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exhibit B

Power of Attorney

Michael Maher has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.