

AtriCure, Inc.
Form 3
August 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
HARRISON DONALD C		(Month/Day/Year)	AtriCure, Inc. [ATRC]	
(Last)	(First)	(Middle)	08/04/2005	
525 UNIVERSITY AVENUE, SUITE 1400			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94301			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	65,789	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	98,135	\$ 0 <u>(1)</u>	D	Â
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	29,367	\$ 0 <u>(1)</u>	D	Â
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	397,809	\$ 0 <u>(1)</u>	I	Held by CLS I-IV, LLC <u>(4)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,771	\$ 0 <u>(1)</u>	I	Held by Charter Advisors Fund IV, L.P. <u>(5)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	15,130	\$ 0 <u>(1)</u>	I	Held by Charter Entrepreneurs Fund IV, L.P. <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	351,691	\$ 0 <u>(1)</u>	I	Held by CLS I-IV, LLC <u>(4)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,218	\$ 0 <u>(1)</u>	I	Held by Charter Advisors Fund IV, L.P. <u>(5)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	13,376	\$ 0 <u>(1)</u>	I	Held by Charter Entrepreneurs Fund IV, L.P. <u>(6)</u>
Preferred Stock Warrants (Right to Buy)	08/10/2005	Â <u>(2)</u>	Series B Convertible Preferred Stock <u>(1)</u>	8,810	\$ 5.43	D	Â
Preferred Stock Warrants (Right to Buy)	08/10/2005	Â <u>(2)</u>	Series B Convertible Preferred Stock <u>(1)</u>	34,833	\$ 5.43	I	Held by CLS I-IV, LLC <u>(4)</u>
Preferred Stock Warrants (Right to Buy)	08/10/2005	Â <u>(2)</u>	Series B Convertible Preferred Stock <u>(1)</u>	661	\$ 5.43	I	Held by Charter Advisors Fund IV, L.P. <u>(5)</u>
Preferred Stock Warrants (Right to Buy)	08/10/2005	Â <u>(2)</u>	Series B Convertible Preferred Stock <u>(1)</u>	1,865	\$ 5.43	I	Held by Charter Entrepreneurs Fund IV, L.P. <u>(6)</u>
Stock Option (Right to Buy)	03/29/2002 ⁽³⁾	03/29/2011	Common Stock	11,315	\$ 0.57	D	Â

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	A	A	A

Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Donald C. Harrison 08/15/2005

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (2) Warrants expire on August 10, 2006 (one year from the date of the Issuer's initial public offering).
- (3) Exercisable cumulatively at a rate of 25% per annum commencing on March 29, 2002 (one year from the date of grant).
- (4) 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.
- (5) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (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.