

AtriCure, Inc.
Form 4
August 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WELDON NORMAN R

(Last) (First) (Middle)

6 OCEAN CLUB DRIVE

(Street)

AMELIA ISLAND, FL 32034

(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)
Common Stock	08/10/2005		C	V Amount (A) or (D) Price 78,752 A \$ 0 (1)	115,594	I	Held by Wife (2)
Common Stock	08/10/2005		C	V Amount (A) or (D) Price 171,502 A \$ 0 (1)	171,502	I	Held by Partisan Management Group (3)
Common Stock	08/10/2005		C	V Amount (A) or (D) Price 241,070 A \$ 0 (1)	241,070	I	Held by The Weldon Foundation (5)

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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		21,691	<u>(1)</u>	<u>(1)</u>	Common Stock
Series A Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		143,622	<u>(1)</u>	<u>(1)</u>	Common Stock
Series A Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		213,190	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		57,061	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		27,880	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/10/2005		C		27,880	<u>(1)</u>	<u>(1)</u>	Common Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005		C		17,118	08/10/2005	<u>(4)</u>	Series B Convertible Preferred Stock
Preferred Stock	\$ 5.43	08/10/2005		C		8,363	08/10/2005	<u>(4)</u>	Series B Convertible

Warrants (Right to Buy)								Preferred Stock
Preferred Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	8,363	08/10/2005	(4)		Series B Convertible Preferred Stock
Common Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	17,118	08/10/2005	(4)		Common Stock
Common Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	8,363	08/10/2005	(4)		Common Stock
Common Stock Warrants (Right to Buy)	\$ 5.43	08/10/2005	C	8,363	08/10/2005	(4)		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELDON NORMAN R 6 OCEAN CLUB DRIVE AMELIA ISLAND, FL 32034		X		

Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Norman R. Weldon 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.
- (2) Dr. Weldon disclaims beneficial ownership of the securities held by his wife, except as to his pecuniary interest therein.
- (3) Dr. Weldon is a Managing Director of Partisan Management Group. Dr. Weldon disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

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- (4) Warrants expire on August 10, 2006 (one year from the date of the Issuer's initial public offering).
- (5) Dr. Weldon is the President of The Weldon Foundation. Dr. Weldon disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (6) 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.

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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