

Edgar Filing: AtriCure, Inc. - Form SC 13G

AtriCure, Inc.
Form SC 13G
February 13, 2006

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. _____) *

AtriCure, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04963C209

(CUSIP Number)

December 31, 2005

(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 20

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CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 U.S. Venture Partners VIII, L.P. ("USVP VIII")
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 2,286,924 shares, of which 2,194,151 are outstanding are issuable upon the conversion of warrants; except Management Group VIII, L.L.C. ("PMG VIII"), the general partner of USVP VIII, may be deemed to have sole power to vote these shares. Timothy Connors ("Connors"), Irwin Federman ("Federman"), Steven M. Krausz ("Krausz"), David Liddle ("Liddle"), Jonathan D. Root ("Root"), Christopher Rust ("Rust") and Young ("Young") the managing members of PMG VIII, may have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 2,286,924 shares, of which 2,194,151 are outstanding are issuable upon the conversion of warrants; except the general partner of USVP VIII, may be deemed to have sole power to dispose of these shares, and Connors, Federman, Root, Rust and Young, the managing members of PMG VIII, may have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
USVP VIII Affiliates Fund, L.P. ("USVP VIII AF")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
17,653 shares, of which 16,970 are outstanding and
upon the conversion of warrants; except that PMG VI
partner of USVP VIII AF, may be deemed to have sole
these shares, and Connors, Federman, Fu, Krausz, Li
and Young, the managing members of PMG VIII, may be
shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
17,653 shares, of which 16,970 are outstanding and
upon the conversion of warrants; except that PMG VI
partner of USVP VIII AF, may be deemed to have sole
of these shares, and Connors, Federman, Fu, Krausz,
and Young, the managing members of PMG VIII, may be
shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
USVP Entrepreneur Partners VIII-A, L.P. ("USVP EP VIII-A")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
22,444 shares, of which 21,575 are outstanding and
upon conversion of warrants; except that PMG VIII,
partner of USVP EP VIII-A, may be deemed to have s
these shares, and Connors, Federman, Fu, Krausz, Li
and Young, the managing members of PMG VIII, may be
shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
22,444 shares, of which 21,575 are outstanding and
upon conversion of warrants; except that PMG VIII,
partner of USVP EP VIII-A, may be deemed to have s
dispose of these shares, and Connors, Federman, Fu,
Root, Rust and Young, the managing members of PMG V
to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
USVP Entrepreneur Partners VIII-B, L.P. ("USVP EP VIII-B")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
12,041 shares, of which 11,575 are outstanding and upon conversion of warrants; except that PMG VIII, of USVP EP VIII-B, may be deemed to have sole power shares, and Connors, Federman, Fu, Krausz, Liddle, Young, the managing members of PMG VIII, may be deemed to have power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
12,041 shares, of which 11,575 are outstanding and upon conversion of warrants; except that PMG VIII, of USVP EP VIII-B, may be deemed to have sole power these shares, and Connors, Federman, Fu, Krausz, Li and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Presidio Management Group VIII, L.L.C.
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 2,339,062 shares, of which 2,286,924 are directly owned 17,653 are directly owned by USVP VIII AF, 22,444 are USVP EP VIII-A and 12,041 are directly owned by USVP VIII, the general partner of USVP VIII, USVP VIII AF and USVP EP VIII-B, may be deemed to have sole power shares, and Connors, Federman, Fu, Krausz, Liddle, R Young, the managing members of PMG VIII, may be deem power to vote these shares.
---	--	--

6	SHARED VOTING POWER See response to row 5.
---	---

7	SOLE DISPOSITIVE POWER 2,339,062 shares, of which 2,286,924 are directly owned 17,653 are directly owned by USVP VIII AF, 22,444 are USVP EP VIII-A and 12,041 are directly owned by USVP VIII, the general partner of USVP VIII, USVP VIII AF and USVP EP VIII-B, may be deemed to have sole power these shares, and Connors, Federman, Fu, Krausz, Lid Young, the managing members of PMG VIII, may be deem power to dispose of these shares.
---	---

8	SHARED DISPOSITIVE POWER See response to row 7.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

13 G

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1 NAME OF REPORTING PERSON

Timothy Connors

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
0 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Connors, a managing memb
be deemed to have shared power to vote these shares

7 SOLE DISPOSITIVE POWER
0 Shares

8 SHARED DISPOSITIVE POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Connors, a managing memb
be deemed to have shared power to dispose of these

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

13 G

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1 NAME OF REPORTING PERSON

Irwin Federman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
0 Shares

6

SHARED VOTING POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Federman, a managing mem
may be deemed to have shared power to vote these sh

7

SOLE DISPOSITIVE POWER
0 Shares

8

SHARED DISPOSITIVE POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Federman, a managing mem
may be deemed to have shared power to dispose of th

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON

Winston Fu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,339,062 shares, of which 2,286,924 are directly owned by USVP VIII AF, 22,444 shares are directly owned by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Fu, a managing member of USVP VIII is deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 Shares

8 SHARED DISPOSITIVE POWER

2,339,062 shares, of which 2,286,924 are directly owned by USVP VIII AF, 22,444 shares are directly owned by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Fu, a managing member of USVP VIII is deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

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1 NAME OF REPORTING PERSON

Steven M. Krausz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
0 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Krausz, a managing membe
be deemed to have shared power to vote these shares

7 SOLE DISPOSITIVE POWER
0 Shares

8 SHARED DISPOSITIVE POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Krausz, a managing membe
be deemed to have shared power to dispose of these

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING PERSON

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David Liddle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 0 Shares
6 SHARED VOTING POWER 2,339,062 shares, of which 2,286,924 are directly o 17,653 are directly owned by USVP VIII AF, 22,444 a by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Liddle, a managing membe be deemed to have shared power to vote these shares	
	7 SOLE DISPOSITIVE POWER 0 Shares
	8 SHARED DISPOSITIVE POWER 2,339,062 shares, of which 2,286,924 are directly o 17,653 are directly owned by USVP VIII AF, 22,444 a by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Liddle, a managing membe be deemed to have shared power to dispose of these

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING PERSON

Jonathan D. Root

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
0 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Root, a managing member
be deemed to have shared power to vote these shares

7 SOLE DISPOSITIVE POWER
0 Shares

8 SHARED DISPOSITIVE POWER
2,339,062 shares, of which 2,286,924 are directly o
17,653 are directly owned by USVP VIII AF, 22,444 a
by USVP EP VIII-A and 12,041 are directly owned by
PMG VIII is the general partner of USVP VIII, USVP
VIII-A and USVP EP VIII-B. Root, a managing member
be deemed to have shared power to dispose of these

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 04963C209

13 G

1 NAME OF REPORTING PERSON

Christopher Rust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 SEC USE ONLY

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4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S. Citizen	
		5
		SOLE VOTING POWER
		0 Shares
		6
		SHARED VOTING POWER
		2,339,062 shares, of which 2,286,924 are directly o
		17,653 are directly owned by USVP VIII AF, 22,444 a
		by USVP EP VIII-A and 12,041 are directly owned by
		PMG VIII is the general partner of USVP VIII, USVP
		VIII-A and USVP EP VIII-B. Rust, a managing member
		be deemed to have shared power to vote these shares
		7
		SOLE DISPOSITIVE POWER
		0 Shares
		8
		SHARED DISPOSITIVE POWER
		2,339,062 shares, of which 2,286,924 are directly o
		17,653 are directly owned by USVP VIII AF, 22,444 a
		by USVP EP VIII-A and 12,041 are directly owned by
		PMG VIII is the general partner of USVP VIII, USVP
		VIII-A and USVP EP VIII-B. Rust, a managing member
		be deemed to have shared power to dispose of these
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

CUSIP NO. 04963C209

13 G

1	NAME OF REPORTING PERSON	
	Philip M. Young	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	

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U.S. Citizen

	5	SOLE VOTING POWER 0 Shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 2,339,062 shares, of which 2,286,924 are directly o 17,653 are directly owned by USVP VIII AF, 22,444 a by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Young, a managing member be deemed to have shared power to vote these shares
	7	SOLE DISPOSITIVE POWER 0 Shares
	8	SHARED DISPOSITIVE POWER 2,339,062 shares, of which 2,286,924 are directly o 17,653 are directly owned by USVP VIII AF, 22,444 a by USVP EP VIII-A and 12,041 are directly owned by PMG VIII is the general partner of USVP VIII, USVP VIII-A and USVP EP VIII-B. Young, a managing member be deemed to have shared power to dispose of these
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

CUSIP NO. 04963C209

13 G

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ITEM 1 (A) . NAME OF ISSUER

AtriCure, Inc.

ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

6033 Schumacher Park Drive
Cincinnati, OH 45069

ITEM 2 (A) . NAME OF PERSONS FILING

This Statement is filed by Presidio Management Group VIII,
L.L.C., a Delaware limited liability company ("PMG VIII"),

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U.S. Venture Partners VIII, L.P., a Delaware limited partnership ("USVP VIII"), USVP VIII Affiliates Fund, L.P., a Delaware limited partnership ("USVP VIII AF"), USVP Entrepreneur Partners VIII-A, L.P., a Delaware limited partnership ("USVP EP VIII-A"), U.S. Entrepreneur Partners VIII-B, a Delaware limited partnership ("USVP EP VIII-B"), Timothy Connors ("Connors"), Irwin Federman ("Federman"), Winston Fu ("Fu"), Steven M. Krausz ("Krausz"), David Liddle ("Liddle"), Jonathan D. Root ("Root") Christopher Rust ("Rust") and Philip M. Young ("Young"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Connors, Federman, Fu, Krausz, Liddle, Root, Rust and Young are managing members of PMG VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

U.S. Venture Partners
2735 Sand Hill Road
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B are Delaware limited partnerships. PMG VIII is a Delaware limited liability company. Connors, Federman, Fu, Krausz, Liddle, Root, Rust and Young are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 04963C209

ITEM 3. Not Applicable.

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ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(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.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER

PERSON.

Under certain circumstances set forth in the limited partnership agreements of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, and the limited liability company agreement of PMG VIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH

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ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING

COMPANY

Not applicable.

CUSIP NO. 04963C209

13 G

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

CUSIP NO. 04963C209

13 G

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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 10, 2006

U.S. VENTURE PARTNERS VIII, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

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

/s/ Michael Maher

Signature

Edgar Filing: AtriCure, Inc. - Form SC 13G

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

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

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

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

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

PRESIDIO MANAGEMENT GROUP VIII, L.L.C.
A Delaware Limited Liability Company

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

Timothy Connors

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

Irwin Federman

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

CUSIP NO. 04963C209

Winston Fu

/s/ Michael Maher

Michael Maher

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Attorney-In-Fact*

Steven M. Krausz

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

David Liddle

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

Jonathan D. Root

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

Christopher Rust

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

Philip M. Young

/s/ Michael Maher

Michael Maher
Attorney-In-Fact*

*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 ss.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 A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Atricure, 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.

Dated: February 10, 2006

U.S. VENTURE PARTNERS VIII, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

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

/s/ Michael Maher

Signature

Michael Maher

Chief Financial Officer/
Attorney-In-Fact*

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By Presidio Management Group VIII, L.L.C.
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13 G

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