

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 \*  
**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) |         |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |                                       |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 78,752  | A  | \$ 0<br>(1)   | 115,594 | I | Held by Wife (2)                      |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 171,502   | A  | \$ 0<br>(1)   | 171,502 | I | Held by Partisan Management Group (3) |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 241,070   | A  | \$ 0<br>(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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(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) |                                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                |
| Series A Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 21,691  | (1)  | (1)   | Common Stock                         |
| Series A Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 143,622   | (1)  | (1)   | Common Stock                         |
| Series A Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 213,190   | (1)  | (1)   | Common Stock                         |
| Series B Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 57,061  | (1)  | (1)   | Common Stock                         |
| Series B Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 27,880  | (1)  | (1)   | Common Stock                         |
| Series B Convertible Preferred Stock       | (1)  | 08/10/2005                           |  | C                              | 27,880  | (1)  | (1)   | Common Stock                         |
| Preferred Stock Warrants (Right to Buy)    | \$ 5.43  | 08/10/2005                           |  | C                              | 17,118  | 08/10/2005   | (4)   | Series B Convertible Preferred Stock |
| Preferred Stock                            | \$ 5.43  | 08/10/2005                           |  | C                              | 8,363   | 08/10/2005   | (4)   | Series B Convertible                 |

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

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WELDON NORMAN R<br>6 OCEAN CLUB DRIVE<br>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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