

AtriCure, Inc.  
Form 4  
August 06, 2013

**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 \*  
JOHNSTON RICHARD M

(Last) (First) (Middle)

C/O CAMDEN PARTNERS HOLDINGS, LLC, 500 E. PRATT STREET, SUITE 1200

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction (Month/Day/Year)  
08/02/2013

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)  
See Remarks

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/02/2013		S	11,894	D	\$ 10 665,699	I See footnote <u>(1)</u>
Common Stock	08/02/2013		S	706	D	\$ 10 39,490	I See footnote <u>(2)</u>
Common Stock	08/05/2013		S	7,030	D	\$ 10 658,669	I See footnote <u>(1)</u>
Common Stock	08/05/2013		S	417	D	\$ 10 39,073	I See footnote <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M C/O CAMDEN PARTNERS HOLDINGS, LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE, MD 21202	X			See Remarks
CAMDEN PARTNERS STRATEGIC II LLC C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202				See Remarks
CAMDEN PARTNERS STRATEGIC FUND II A LP C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202				See Remarks
CAMDEN PARTNERS STRATEGIC FUND II B LP C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202				See Remarks
WARNOCK DAVID L C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202				See Remarks

HUGHES DONALD W  
 C/O CAMDEN PARTNERS HOLDINGS, LLC  
 500 EAST PRATT STREET SUITE 1200  
 BALTIMORE, MD 21202

See Remarks

## Signatures

/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Johnston	08/06/2013
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	08/06/2013
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-A, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	08/06/2013
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-B, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	08/06/2013
**Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	08/06/2013
**Signature of Reporting Person	Date
/s/ Donald W. Hughes	08/06/2013
**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) These securities are owned directly by Fund II-A. CPS II, Fund II-B, Mr. Richard M. Johnston and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-A as a result of their relationships described in the Remarks. CPS II, Fund II-B, Mr. Richard M. Johnston and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-A, except to the extent of its or his pecuniary interest therein.
- (2) These securities are owned directly by Fund II-B. CPS II, Fund II-A, Mr. Richard M. Johnston and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-B as a result of their relationships described in the Remarks. CPS II, Fund II-A, Mr. Richard M. Johnston and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-B, except to the extent of its or his pecuniary interest therein.

### Remarks:

This Form 4 is being filed jointly by Mr. Richard M. Johnston, Camden Partners Strategic II, LLC ("CPS II"), Camden Partner

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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