SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Noznesky Justin J			2. Date of Event Requiring Stater Month/Day/Yea )2/03/2016	nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AtriCure, Inc.</u> [ ATRC ]					
(Last) 7555 INNOV	(First) (Middle)				4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issue 10% Owne	(M	5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Officer (give title below)	Other (spe below)		Individual or Joint plicable Line)	/Group Filing (Check	
(Street)					SVP, Mktg & Busine	ss Develop		X Form filed by One Reporting Person		
MASON	OH 4	5040						Form filed b Reporting P	y More than One erson	
(City)	(State) (Z	Zip)								
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					<b>70,183</b> <sup>(1)</sup>	D				
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 Securi Underlying Derivative Securit		4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option (right to buy)		01/06/2015 <sup>(2)</sup>	01/06/2024	Common Stock	60,000	18.3	D			
Evalenction of D						-				

## Explanation of Responses:

1. Includes 12,500 shares of unvested restricted stock awarded under the AtriCure, Inc. 2005 Equity Incentive Plan and 50,000 shares of unvested restricted stock awarded under the AtriCure, Inc. 2014 Stock Incentive Plan, which vest 25% annually over four years from date of grant.

2. The option vests and is exercisable as to 25% of the shares one year from the date of grant and the remaining 75% thereafter vests and is exercisable in equal monthly installments on the same day of the month over the following three years.

## Remarks:

## <u>/s/ Justin J. Noznesky</u>

02/16/2016 Date

\*\* Signature of Reporting Person

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

 $^{\ast}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints each of Tonya Austin, M. Andrew Wade, and Jeanette Yacucci signing singly, the undersigned's true and lawful attorney-in-fact to: execute for and on behalf of the undersigned, Forms 3, 4 and 5 in accordance (1)with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to the undersigned's beneficial ownership of securities of AtriCure, Inc. (the "Company"). do and perform any and all acts for and on behalf of the undersigned which (2) may be necessary or desirable to complete and execute any such Form 3, 4 and 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and take any other action of any type whatsoever in connection with the (3)foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall not supersede any power of attorney previously executed by the undersigned and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of February, 2016.

By: /s/ Justin J. Noznesky

Error! Unknown document property name.