

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §14a-11(c) or Rule 14a-12

AtriCure, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

AtriCure

ATRICURE, INC.
ATTN: ALLIE WALKER
7555 INNOVATION WAY
MASON, OH 45040

Your **Vote** Counts!

ATRICURE, INC.

2024 Annual Meeting

Vote by May 12, 2024

11:59 PM ET



V35598-P04270

You invested in ATRICURE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 13, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 29, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 13, 2024
11:00 AM ET

Virtually at:

www.virtualshareholdermeeting.com/ATRC2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|--|---------------------|
| 1. Election of Directors Nominees: | |
| 1a. Michael H. Carrel | ✔ For |
| 1b. Regina E. Groves | ✔ For |
| 1c. B. Kristine Johnson | ✔ For |
| 1d. Shlomo Nachman | ✔ For |
| 1e. Karen N. Prange | ✔ For |
| 1f. Deborah H. Telman | ✔ For |
| 1g. Sven A. Wehrwein | ✔ For |
| 1h. Robert S. White | ✔ For |
| 1i. Maggie Yuen | ✔ For |
| 2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2024. | ✔ For |
| 3. Advisory vote on the compensation of our named executive officers as disclosed in the proxy statement for the 2024 Annual Meeting. | ✔ For |
| 4. Proposal to amend the AtriCure, Inc. 2023 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,800,000. | ✔ For |
| 5. Proposal to approve an Amendment to the Company's Second Amended and Restated Certificate of Incorporation to limit the liability of certain officers of the Company. | ✔ For |

NOTE: THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED AS FOLLOWS: (1) FOR THE ELECTION OF THE NINE NOMINATED DIRECTORS; (2) FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024; (3) FOR APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2024 ANNUAL MEETING; (4) FOR THE AMENDMENT TO THE ATRICURE, INC. 2023 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,800,000; AND (5) FOR THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE LIABILITY OF CERTAIN OFFICERS OF THE COMPANY. PLEASE SIGN, DATE AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED RETURN ENVELOPE, WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".

NOTICE OF VIRTUAL ANNUAL MEETING OF STOCKHOLDERS OF
ATRICURE, INC.

May 13, 2024 at 11:00 AM ET

Access to this year's Virtual Annual Meeting of Stockholders will be available at
www.virtualshareholdermeeting.com/ATRC2024

**IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY
MATERIALS**

FOR THE ANNUAL MEETING TO BE HELD ON MAY 13, 2024:

You are receiving this communication because you hold shares in the above company,
and the materials you should review before you cast your vote are now available.

The Proxy Statement and Company's Annual Report on Form 10-K are available at:
www.proxyvote.com

Please sign, date and mail your proxy card in the
envelope provided as soon as possible.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com

V35546-P04270

**ATRICURE, INC.
2024 ANNUAL MEETING OF STOCKHOLDERS
May 13, 2024 11:00 AM ET**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder of AtriCure, Inc., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 3, 2024, and hereby appoints Michael H. Carrel and Angela L. Wirick, or either of them, as proxy and attorney-in-fact, with full power of substitution, on behalf and in the name of the undersigned to represent the undersigned at the 2024 Annual Meeting of Stockholders of AtriCure, Inc. to be held on May 13, 2024 at 11:00 AM ET online at www.virtualshareholdermeeting.com/ATRC2024 and at any continuation, postponement or adjournment thereof, and to vote all shares of common stock which the undersigned would be entitled to vote if then and there personally present, hereby revoking any proxies heretofore given, on the matters set forth on the reverse side and in their discretion with respect to such other business (including the election of substitute nominees if one or more of the nominees identified herein is unable to serve as a director) as may properly come before such Annual Meeting or at any continuation, postponement or adjournment thereof in accordance with and as described in the Notice and Proxy Statement for the Annual Meeting by or at the direction of the Board of Directors.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO SUCH DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

(Continued and to be signed on reverse side)

AtriCure

ATRICURE, INC.
ATTN: ALLIE WALKER
7555 INNOVATION WAY
MASON, OH 45040



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 12, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ATRC2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 12, 2024. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V35545-P04270

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD SHOULD BE SIGNED AND DATED.

ATRICURE, INC.

The Board of Directors recommends you vote "FOR" each of the following nominees:

1. Election of Directors

| Nominees | For | Against | Abstain |
|-------------------------|--------------------------|--------------------------|--------------------------|
| 1a. Michael H. Carrel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Regina E. Groves | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. B. Kristine Johnson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. Shlomo Nachman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. Karen N. Prange | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1f. Deborah H. Telman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1g. Sven A. Wehrwein | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1h. Robert S. White | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1i. Maggie Yuen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote "FOR" the following proposals:

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2024. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Advisory vote on the compensation of our named executive officers as disclosed in the proxy statement for the 2024 Annual Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Proposal to amend the AtriCure, Inc. 2023 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,800,000. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Proposal to approve an Amendment to the Company's Second Amended and Restated Certificate of Incorporation to limit the liability of certain officers of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. If a corporation, limited liability company or partnership, please sign in full corporate, limited liability company or partnership name by authorized officer or person.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date