\square

Series A Preferred Stock

(2)

08/10/2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

Directly held by USVP

VIII⁽¹⁾

I

	s of Reporting Person [*] ANAGEMENT	<u>GROUP VIII</u>	2. Issuer Name and Ticker or Trading Symbol <u>AtriCure, Inc.</u> [ATRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify
(Last) 2735 SAND HILL	(First) L ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2005	below) below)
(Street) MENLO PARK	СА	94025	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)				3. Transa Code (8)		4. Securities Disposed Of	Acquired (D) (Instr.	(A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	s lly bllowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
Common Stock 08/10/2005 C C 2,462,888 A \$0 ⁰ 2,462,886 I held by USV VIII ⁰ Common Stock 08/10/2005 C C 18,148 A \$0 ⁰ 18,148 I held by AFF Common Stock 08/10/2005 C C 23,073 A \$0 ⁰ 2,142,886 I held by AFF Common Stock 08/10/2005 C C 12,379 A \$0 ⁰ 12,379 I held by AFF Common Stock 08/10/2005 C C 12,379 A \$0 ⁰ 12,379 I held by EP VI Common Stock 08/10/2005 C S 268,788 D \$11.16 2,194,151 I Direct Held by CVIII ⁰ Common Stock 08/10/2005 S S 1,498 D \$11.16 16.977 I Direct Held by CVIII ⁰ Common Stock 08/10/2005 S S 1,498 D \$11.16 11.575 I Direct Held by CVIII ⁰ Common Stock 08/10/2005 S S 804										v	Amount	(A) or (D)	Price	Transactio	on(s) nd 4)		(Instr. 4)
Common Stock 08/10/2005 c 18,148 A \$0 ²⁷ 18,148 A \$0 ²⁷ 18,148 I held by free virtual of the per vi	Commor	ı Stock			08/10/2	005			с		2,462,889	A	\$0 ⁽²⁾	2,462	2,886	I	
Common Stock 08/10/2005 c c 23,073 A \$0° 23,073 I beld br PA (1) (1) Common Stock 08/10/2005 c c 12,379 A \$0° 12,379 I beld br PA (1) Common Stock 08/10/2005 c c c b 12,379 A \$0° 12,379 I beld br PA (1) Common Stock 08/10/2005 c c s 268,738 D \$11,16 2,194,151 I D beld br PA (1) Common Stock 08/10/2005 c s s 1,178 D \$11,16 21,575 I D Beld br PA (1) Common Stock 08/10/2005 c s s 1,498 D \$11,16 21,575 I D Beld br PA (1) Common Stock 08/10/2005 c s s 804 D \$11,16 11,575 I D Bernet Be	Common	ı Stock			08/10/2	005			с		18,148	A	\$0 ⁽²⁾	18,3	148	Ι	
Common Stock 08/10/2005 c c 12,379 A \$0 ^C 12,379 A \$0 ^C 12,379 I held by B ¹ Common Stock 08/10/2005 s s 268,738 D \$11.16 2,194,151 I B ¹ <td>Commor</td> <td>ı Stock</td> <td></td> <td></td> <td>08/10/2</td> <td>005</td> <td></td> <td></td> <td>с</td> <td></td> <td>23,073</td> <td>A</td> <td>\$0⁽²⁾</td> <td>23,0</td> <td>073</td> <td>I</td> <td>Directly held by EP VIII- A⁽¹⁾</td>	Commor	ı Stock			08/10/2	005			с		23,073	A	\$0 ⁽²⁾	23,0	073	I	Directly held by EP VIII- A ⁽¹⁾
Common Stock 08/10/2005 s s 268,738 D \$11.16 2,194,151 I Held by USVP VIII(1) Common Stock 08/10/2005 $08/10/2005$ s s 1,178 D \$11.16 16,970 I Held by USVP VIII(1) Common Stock 08/10/2005 $08/10/2005$ s s 1,178 D \$11.16 16,970 I Held by AFF Common Stock 08/10/2005 $08/10/2005$ s s 1,498 D \$11.16 21,575 I Direct Held by EP VIII(1) Common Stock 08/10/2005 $08/10/2005$ s s 804 D \$11.16 21,575 I Direct Held by EP VIII Common Stock 08/10/2005 $08/10/2005$ s s 804 D \$11.16 11,575 I Direct Held by EP VIII 1. Title of Derivative Securities Acquirees (e.g., puts, calls, warrants, options, convertible securities) S.016 Exercisable and So S.11.16 11.575 I Diversity POID Bord Bervire POID Bervire	Commor	ı Stock			08/10/2	005			с		12,379	A	\$0 ⁽²⁾	12,5	379	Ι	Directly held by EP VIII- B ⁽¹⁾
$\begin{array}{c c c c c c c c c c c c c c c c c c c $	Commor	ı Stock			08/10/2	005			S		268,738	D	\$11.16	2,194	1,151	Ι	
Common Stock $08/10/2005$ S $1,498$ D\$11.16 $21,575$ IHeld b EP VII A(1)Common Stock $08/10/2005$ S S 804 D\$11.16 $21,575$ I B^{10} <td< td=""><td>Commor</td><td>ı Stock</td><td></td><td></td><td>08/10/2</td><td>005</td><td></td><td></td><td>s</td><td></td><td>1,178</td><td>D</td><td>\$11.16</td><td>16,9</td><td>970</td><td>I</td><td></td></td<>	Commor	ı Stock			08/10/2	005			s		1,178	D	\$11.16	16,9	970	I	
Common Stock 08/10/2005 s 804 D \$11.16 11,575 I Held b EP VII B ⁽¹⁾ Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title 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 Securities Underlying Derivative Security (Instr. 4) 8. Price of Derivative Securities (Instr. 4) 9. Number of derivative Securities (Instr. 4) 10. Ownership Form: (Instr. 4)	Commor	ı Stock			08/10/2	005			s		1,498	D	\$11.16	21,5	575	I	Directly Held by EP VIII- A ⁽¹⁾
(e.g., puts, calls, warrants, options, convertible securities)	Common Stock 08/		08/10/2	005			S		804	D	\$11.16	11,5	575	I	Directly Held by EP VIII- B ⁽¹⁾		
1. Title of Derivative Security (Instr. 3)														wned			
Date Expiration Number of (Instr. 4)	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date if any	4. Transa Code (action	5. Nu Deriv Secu Acqu or Di (D) (I	umber of vative urities uired (A) isposed of Instr. 3, 4	6. Date Exercisal Expiration Date		able and 7. T e Se ar) De	Title and curities U rivative S	Amount of Inderlying Security	Derivative Security	derivative Securities Beneficia Owned Following Reported	e Owners s Form: ully Direct or India g (I) (Inst	D) Benefici D) Ownersh ect (Instr. 4)
					Code	v	(A)	(D)				Number of				ction(s)	

(2)

(2)

Common Stock

1,022,035

\$<mark>0</mark>

0

1,022,035

С

			Table II - De (e.e					uired, Dis s, options,				wned			
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. Transa Code (8)	action (Instr.	Deri Sec Acq or D	umber of vative urities uired (A) visposed of (Instr. 3, 4 5)	6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Series A Preferred Stock	(2)	08/10/2005		С			7,531	(2)	(2)	Common Stock	7,531	\$0	0	Ι	Directly held by AFF VIII ⁽¹⁾
Series A Preferred Stock	(2)	08/10/2005		с			9,575	(2)	(2)	Common Stock	9,575	\$0	0	I	Directly held by EP VIII-A ⁽¹⁾
Series A Preferred Stock	(2)	08/10/2005		С			5,137	(2)	(2)	Common Stock	5,137	\$0	0	I	Directly held by EP VIII-B ⁽¹⁾
Series B Preferred Stock	(2)	08/10/2005		с			1,440,854	(2)	(2)	Common Stock	1,440,854	\$0	0	I	Directly held by USVP VIII ⁽¹⁾
Series B Preferred Stock	(2)	08/10/2005		с			10,617	(2)	(2)	Common Stock	10,617	\$0	0	I	Directly held by AFF VIII ⁽¹⁾
Series B Preferred Stock	(2)	08/10/2005		С			13,498	(2)	(2)	Common Stock	13,498	\$0	0	I	Directly held by EP VIII-A ⁽¹⁾
Series B Preferred Stock	(2)	08/10/2005		с			7,242	(2)	(2)	Common Stock	7,242	\$0	0	I	Directly held by EP VIII-B ⁽¹⁾
		(State)	(7in)												
	nd Address of JPS STU	Reporting Person*	(Zip)												
(Last) 2735 SA	ND HILL F	(First) ROAD	(Middle)												
(Street) MENLO) PARK	СА	94025												
(City)		(State)	(Zip)												
	nd Address of JONATH	Reporting Person [*]													
(Last) 2735 SA	ND HILL F	(First) ROAD	(Middle)												
(Street) MENLO) PARK	СА	94025												
(City)		(State)	(Zip)												
	nd Address of hristophe	Reporting Person [*] r_J													
(Last) (First) (Middle) 2735 SAND HILL ROAD															
(Street) MENLO PARK CA 94025															

(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] <u>YOUNG PHILIP M</u>									
(Last) 2735 SAND HILL F	(First) ROAD	(Middle)							
(Street) MENLO PARK	СА	94025							
(City)	(State)	(Zip)							

Explanation of Responses:

1. See additional Form 4 filed by Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Timmothy Connors, Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Stuart G. Phillips, Jonathan D. Root, Christopher Rust, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII. A, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.

2. Automatic conversion on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.

Remarks:

<u>Michael P. Maher - Attorney in</u> <u>Fact for each reporting person</u>

08/10/2005

** Signature of Reporting Person Date

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

* 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).

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.