

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>ROBARDS KAREN P</b>  (Last) (First) (Middle) <b>173 RIVERSIDE DRIVE</b>  (Street) <b>NEW YORK NY 10024</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AtriCure, Inc. [ ATRC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/10/2005</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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		116,294	A	\$0 <sup>(1)</sup>	166,030	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Series A Convertible Preferred Stock	(1)	08/10/2005		C			43,615	(1)	(1)	Common Stock	43,615	\$0 <sup>(1)</sup>	0	D		
Series B Convertible Preferred Stock	(1)	08/10/2005		C			72,679	(1)	(1)	Common Stock	72,679	\$0 <sup>(1)</sup>	0	D		
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			5,241		08/10/2005	(2)	Series B Convertible Preferred Stock	5,241	\$0 <sup>(3)</sup>	0	D	
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			5,241		08/10/2005	(2)	Common Stock	5,241	\$0 <sup>(3)</sup>	5,241	D	

**Explanation of Responses:**

- 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.
- Warrants expire on August 10, 2006 (one year from the date of the Issuer's initial public offering).
- 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.

/s/ Thomas J. Etergino as  
Attorney-in-Fact for Karen P. Robards      08/15/2005

\*\* 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.

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