

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) of the  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 6, 2006**

**AtriCure, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51470**  
(Commission File Number)

**34-1940305**  
(IRS Employer  
Identification No.)

**6033 Schumacher Park Drive**  
**West Chester, OH**  
(Address of principal executive offices)

**45069**  
(Zip Code)

**Registrant's telephone number, including area code: (513) 755-4100**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

In consultation with the Compensation Committee, our Board of Directors approved changes on April 6, 2006 to the compensation given to our non-employee directors, effective immediately. Directors will now receive an annual retainer of \$20,000, with additional fees of \$25,000 to the Chairman of the Board, \$10,000 to the Chair of the Audit Committee, \$5,000 to the Chair of the Compensation Committee and \$5,000 to the Chair of the Nominating and Corporate Governance Committee.

In addition, the initial stock option grant to non-employee directors upon joining our Board was increased from 20,000 shares to 50,000 shares, which vests one-fourth on each anniversary of the date of the grant. The annual stock option grant after each Annual Meeting of Stockholders to each of our non-employee directors who has been a director for at least six months was increased from 3,000 shares to 10,000 shares, which vests one-third on the earlier of each anniversary of the date of the grant or the Annual Meeting of Stockholders that year. In light of the change in initial stock option grants, the Board approved stock option grants for 30,000 shares to the non-employee directors who will stand for re-election at the Annual Meeting of Stockholders, which vest one-fourth on each anniversary of the date of grant. Vesting of the options described in this paragraph are subject to continued service as a director.

Non-employee directors also receive a fee for each Board meeting of \$1,500 for in-person attendance and \$500 for participation by telephone and a fee for each Committee meeting of \$750 for in-person attendance and \$350 for participation by telephone.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On April 6, 2006, our Board of Directors appointed Gene R. McGrevin to the Board and the Compensation Committee and he will receive director compensation described above.

A press release announcing the appointment was issued on April 12, 2006, a copy of which is being filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference in its entirety.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>No.</u>	<u>Description</u>
99.1	Press release dated April 12, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATRICURE, INC.

By: /s/ David J. Drachman  
David J. Drachman  
President and Chief Executive Officer

Dated: April 12, 2006

**EXHIBIT LIST**

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<b>No.</b>	<b>Description</b>
99.1	Press release dated April 12, 2006.



## Contacts:

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**Press Release****AtriCure Appoints Gene R. McGrevin to its Board of Directors**

**WEST CHESTER, Ohio, April 12, 2006** — AtriCure, Inc. (Nasdaq: ATRC), a medical device company focused on developing, manufacturing and selling innovative surgical devices, announced today the appointment of Gene R. McGrevin to the Company's Board of Directors. Mr. McGrevin will serve on AtriCure's Compensation Committee. The appointment brings AtriCure's Board to 10 members, eight of whom are independent.

Mr. McGrevin, 63, has over 30 years of senior management experience across the medical device and diagnostic pharmacy service industries. Most recently, he was Chairman of the Board at Microtek Medical Holdings, Inc., a medical product and supply company, where he was responsible for leading the strategic direction of the company toward double-digit revenue and earnings growth. As Chief Executive Officer of pharmacy distribution company Syncor International, he led the expansion of a domestic and international distribution network that helped improve Syncor's market share from 50% to 70%.

Currently, Mr. McGrevin serves as Chairman of the Executive Committee at Hydro Dynamics, Inc., a company focused on researching and developing liquid-based power solutions for the manufacturing sector. He has also held senior management positions at Johnson & Johnson and Kimberly-Clark Corporation. Mr. McGrevin received a BA in Economics and Political Science from the University of Pittsburgh and an MBA in Marketing and International Business from the Wharton Graduate School.

Richard M. Johnston, AtriCure's Chairman of the Board of Directors, said, "We are pleased to welcome Gene to the Board of Directors. His breadth of experience in the healthcare industry includes strategic, operational and financial management, new product positioning and building successful strategic alliances. We believe he will add immediate value to the Board and we look forward to his contributions."

About AtriCure, Inc.

AtriCure, Inc. is a medical device company focused on developing, manufacturing and selling innovative surgical devices to create precise lesions, or scars, in soft and cardiac tissues. Medical journals have described the adoption by leading cardiothoracic surgeons of the AtriCure, Inc. bipolar ablation system as a standard treatment alternative during open-heart surgical procedures to safely, rapidly and reliably create lesions in cardiac, or heart, tissue to block the abnormal electrical impulses that cause atrial fibrillation, a rapid, irregular quivering of the upper chambers of the heart. Atrial fibrillation affects more than 2.4 million people in the U.S. and predisposes them to a three to five fold increased risk of stroke.

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that address activities, events or developments that AtriCure expects, believes or anticipates will or may occur in the future, such as earnings estimates, other predictions of financial performance, launches by AtriCure of new products and market acceptance of AtriCure’s products. Forward-looking statements are based on AtriCure’s experience and perception of current conditions, trends, expected future developments and other factors it believes are appropriate under the circumstances and are subject to numerous risks and uncertainties, many of which are beyond AtriCure’s control. These risks and uncertainties include the rate and degree of market acceptance of AtriCure’s products, AtriCure’s ability to develop and market new and enhanced products, the timing of and ability to obtain and maintain regulatory clearances and approvals for its products, the timing of and ability to obtain reimbursement of procedures utilizing AtriCure’s products, competition from existing and new products and procedures or AtriCure’s ability to effectively react to other risks and uncertainties described from time to time in AtriCure’s SEC filings, such as fluctuation of quarterly financial results, reliance on third party manufacturers and suppliers, litigation or other proceedings, government regulation and stock price volatility. AtriCure does not guarantee any forward-looking statement, and actual results may differ materially from those projected. AtriCure undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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