
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): August 16, 2005

ATRICURE, INC.

(Exact Name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-124197
(Commission File Number)

34-1940305
(IRS Employer
Identification Number)

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 40.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

Upon the closing of its initial public offering of common stock on August 10, 2005, AtriCure, Inc. (the "Company") consummated the acquisition of Enable Medical Corporation ("Enable") pursuant to the Agreement and Plan of Merger, dated as of February 14, 2005 (the "Merger Agreement"), as amended, between the Company and Enable.

Enable manufactured the Company's Isolator handpieces, which are an essential component of the AtriCure bipolar ablation system.

Enable operated two business units, Enable Surgical Products and Enable Design and Manufacturing. The Surgical Products unit was engaged in the research and development of radio-frequency energy-based surgical products. The Surgical Products unit distributed a line of bipolar scissors in the United States, Europe, and Asia and had a portfolio of radio-frequency technologies covered by U.S. and European patents that were being considered for licensing or commercialization by Enable. The Design and Manufacturing unit provided contract design, research and development and manufacturing services to the Company and other medical device companies. Enable had offices and production and warehouse space in West Chester, Ohio, near the location of the Company's headquarters, and had 51 employees as of May 31, 2005. For the year ended December 31, 2004, Enable had total revenues of \$6.9 million and net income of \$0.8 million.

Under the terms of the Merger Agreement, immediately prior to the closing of the merger, Enable made a cash dividend to its shareholders of \$0.5 million. If prior to December 31, 2005, certain Enable assets unrelated to the AtriCure bipolar ablation system are sold, the Company and the former Enable shareholders will each be entitled to 50% of the proceeds from that sale. If, instead, those assets are sold after December 31, 2005 but prior to the third anniversary of the closing of the Company's acquisition of Enable, the Company will be required to pay the former shareholders of Enable only 50% of the consideration from that sale that is in excess of \$1 million, subject to a maximum payment to the Enable shareholders of \$2 million.

Three of the members of the Company's board of directors, directly or indirectly, held an aggregate of approximately 63% of the outstanding common stock of Enable and, accordingly, have received, and will receive, a majority of the amounts that the Company paid, or will pay, to acquire Enable. One of these three directors, Michael Hooven, our Chief Technology Officer, was also a director and an officer of Enable.

c) Exhibits

The following exhibits are filed in accordance with Item 601 of Regulation S-K

- 2.1 Agreement and Plan of Merger, dated as of February 14, 2005, between the Company and Enable Medical Corporation (incorporated by reference to the exhibit of the same number filed with the Company's Registration Statement on Form S-1 (File No. 333-124197), and the amendments thereto).
- 2.1.1 First Amendment to Agreement and Plan of Merger, dated as of June 27, 2005 between the Company and Enable Medical Corporation (incorporated by reference to the exhibit of the same number filed with the Company's Registration Statement on Form S-1 (File No. 333-124197), and the amendments thereto).
- 99.1 Enable Medical Corporation Financial Statements for the years ended December 31, 2004 and 2003 (incorporated by reference to the Company's Registration Statement on Form S-1 (File No. 333-124197), and the amendments thereto).
- 99.2 Enable Medical Corporation Condensed Balance Sheet (Unaudited) for the period ended March 31, 2005 (incorporated by reference to the Company's Registration Statement on Form S-1 (File No. 333-124197), and the amendments thereto).
- 99.3 AtriCure, Inc. Unaudited Pro Forma Condensed Combined Financial Information (incorporated by reference to the Company's Registration Statement on Form S-1 (File No. 333-124197), and the amendments thereto).
- 99.4 Press Release of the Company, dated August 10, 2005.

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

Name: David J. Drachman

Title: President and Chief Executive Officer

Date: August 16, 2005

EXHIBIT INDEX

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**AtriCure, Inc. Announces the Closing of its Initial Public Offering
and the Acquisition of Enable Medical Corporation**

WEST CHESTER, Ohio – August 10, 2005 – AtriCure, Inc. (Nasdaq: ATRC), a medical device company focused on developing, manufacturing and selling innovative surgical devices, today announced the closing of its initial public offering and contemporaneous acquisition of Enable Medical Corporation. The company also announced that the underwriters have exercised their over-allotment option in full.

AtriCure issued 4,150,000 common shares with gross proceeds of \$49.8 million, including the exercise of the underwriters' over-allotment option. In addition, certain selling shareholders sold an aggregate of 450,000 AtriCure common shares at the closing pursuant to the exercise of the underwriters' over-allotment option.

Enable manufactures AtriCure's Isolator handpieces, an essential component of AtriCure's bipolar ablation system. The aggregate purchase price for Enable was \$7 million of which \$500,000 was paid prior to today's closing, excluding any pre-closing dividends made by Enable and certain contingent consideration payable by AtriCure upon certain post-closing sales of assets formerly held by Enable.

David Drachman, President and CEO of AtriCure, commented, "We are excited about the closing of the IPO and the Enable acquisition and look forward to building upon our accomplishments to date."

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 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.

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 manufactures 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.