

AtriCure, Inc.
Form 4
March 04, 2011

FORM 4

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSTON RICHARD M

(Last) (First) (Middle)

**500 EAST PRATT STREET, SUITE
1200**

(Street)

BATIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction
(Month/Day/Year)

03/02/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	03/02/2011		S		27,282	D	\$ 10.111 (1)	898,341	I	Held by Camden Partners Strategic Fund II-A, LP (3)
Common Stock	03/02/2011		S		1,618	D	\$ 10.111 (2)	53,291	I	Held by Camden Partners Strategic Fund II-B, LP (4)

Common Stock	03/03/2011	S	15,057	D	\$ (5)	10.2477	883,284	I	Held by Camden Partners Strategic Fund II-A, LP ⁽³⁾
Common Stock	03/03/2011	S	893	D	\$ (6)	10.2477	52,398	I	Held by Camden Partners Strategic Fund II-B, LP ⁽⁴⁾
Common Stock							11,658	I	Held by Camden Partners Holdings, LLC ⁽⁷⁾

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M 500 EAST PRATT STREET	X			

SUITE 1200
BATIMORE, MD 21202

Signatures

/s/ Julie A. Piton as Attorney-in-Fact for Richard M.
Johnston

03/04/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Prices range from \$10.10 per share to \$10.15 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- (2) Prices range from \$10.10 per share to \$10.15 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- (3) Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-A, LP. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (4) Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-B, LP. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- (5) Prices range from \$10.20 per share to \$10.32 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- (6) Prices range from \$10.20 per share to \$10.32X per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- (7) Mr. Johnston is a managing member of Camden Partners Holdings, LLC. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

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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