

AtriCure, Inc.  
Form 4  
June 20, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O CAMDEN PARTNERS  
HOLDINGS, LLC, 500 E. PRATT  
STREET, SUITE 1200**

(Street)

**BALTIMORE, MD 21202**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AtriCure, Inc. [ATRC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/19/2013**

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)

See Remarks

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		
Common Stock	06/19/2013		S		27,705	D	\$ 8.96
					679,805	I	See footnote <sup>(1)</sup>
Common Stock	06/19/2013		S		1,643	D	\$ 8.96
					40,327	I	See footnote <sup>(2)</sup>

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

**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 control  
number.**

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 C/O CAMDEN PARTNERS HOLDINGS, LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE, MD 21202	X See Remarks
CAMDEN PARTNERS STRATEGIC II LLC C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202	See Remarks
CAMDEN PARTNERS STRATEGIC FUND II A LP C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202	See Remarks
CAMDEN PARTNERS STRATEGIC FUND II B LP C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202	See Remarks
WARNOCK DAVID L C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202	See Remarks
HUGHES DONALD W C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202	See Remarks

BERKELEY RICHARD M  
C/O CAMDEN PARTNERS HOLDINGS, LLC  
500 E. PRATT STREET, SUITE 1200  
BALTIMORE, MD 21202

X

See Remarks

## Signatures

/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Johnston	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-A, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-B, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Berkeley	06/20/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ Donald W. Hughes	06/20/2013
<u>                    </u> **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) These securities are owned directly by Fund II-A. CPS II, Fund II-B, Mr. Richard M. Johnston and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-A as a result of their relationships described in the Remarks. CPS II, Fund II-B, Mr. Richard M. Johnston and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-A, except to the extent of its or his pecuniary interest therein.
- (2) These securities are owned directly by Fund II-B. CPS II, Fund II-A, Mr. Richard M. Johnston and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-B as a result of their relationships described in the Remarks. CPS II, Fund II-A, Mr. Richard M. Johnston and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-B, except to the extent of its or his pecuniary interest therein.

### Remarks:

This Form 4 is being filed jointly by Mr. Richard M. Johnston, Camden Partners Strategic II, LLC ("CPS II"), Camden Partner

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.