

AtriCure, Inc.
Form 4
June 13, 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

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(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)
06/11/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2013		S		10,252	D	\$ 9.01	858,353	I	See footnote ⁽¹⁾
Common Stock	06/11/2013		S		608	D	\$ 9.01	50,919	I	See footnote ⁽²⁾
Common Stock	06/12/2013		S		23,139	D	\$ 9.01	835,214	I	See footnote ⁽¹⁾
Common Stock	06/12/2013		S		1,373	D	\$ 9.01	49,546	I	See footnote ⁽²⁾

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

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(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 Repor 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	06/13/2013
<u> </u> Signature of Reporting Person	Date
/s/ By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/13/2013
<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	06/13/2013
<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	06/13/2013
<u> </u> Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	06/13/2013
<u> </u> Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Berkeley	06/13/2013
<u> </u> Signature of Reporting Person	Date
/s/ Donald W. Hughes	06/13/2013
<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 Strateg

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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