

AtriCure, Inc.
Form 3
August 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â JOHNSTON RICHARD M		(Month/Day/Year)	AtriCure, Inc. [ATRC]	
(Last)	(First)	08/04/2005		
ONE SOUTH STREET, SUITE 2150			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BALTIMORE,Â MDÂ 21202			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)		<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
	(Zip)		<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input type="checkbox"/> Other	
			(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		

(Instr. 5)

Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	868,605	\$ 0 (1)	I	Held by Camden Partners Strategic Fund II-A, L.P. (2)
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	51,525	\$ 0 (1)	I	Held by Camden Partners Strategic Fund II-B, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M ONE SOUTH STREET, SUITE 2150 BALTIMORE, MD 21202	Â X	Â	Â	Â

Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Richard M. Johnston 08/15/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares of Preferred Stock convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.

(2) 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, L.P. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

(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-B, L.P. 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. 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.