
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 25, 2019

ATRICURE, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51470
(Commission
File Number)

34-1940305
(IRS Employer
Identification No.)

7555 Innovation Way, Mason OH 45040
(Address of Principal Executive Offices, and Zip Code)

(513) 755-4100
(Registrant's Telephone Number, Including Area Code)

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 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act.

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value	ATRC	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On October 25, 2019, AtriCure, Inc., a Delaware corporation (the “Company”), filed with the Securities and Exchange Commission a prospectus supplement (the “Prospectus Supplement”) to the prospectus dated March 1, 2019, which was included in the Company’s automatic shelf registration statement on Form S-3 (No. 333-230001) (the “Registration Statement”). The Prospectus Supplement relates to the resale from time to time of up to 7,719,907 shares of the Company’s common stock, \$0.001 par value per share, by the stockholders referenced therein.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Keating Muething & Klekamp PLL, regarding the legality of the common stock being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

- 5.1 [Opinion of Keating Muething & Klekamp PLL](#)
- 23.1 [Consent of Keating Muething & Klekamp PLL \(included in Exhibit 5.1 hereto\)](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Dated: October 25, 2019

By: /s/ M. Andrew Wade
M. Andrew Wade
Senior Vice President and Chief Financial Officer



October 25, 2019

AtriCure, Inc.
7555 Innovation Way
Mason, Ohio 45040

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to AtriCure, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 7,719,907 shares (the "Shares") of the Company's common stock, par value \$0.001 per share, issued to certain selling stockholders referred to in the prospectus supplement dated October 25, 2019 (the "Prospectus Supplement"), pursuant to the Agreement and Plan of Merger, dated as of August 11, 2019 (the "Merger Agreement"), by and among the Company, SentreHEART, Inc., a Delaware corporation, Stetson Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of AtriCure, Second Stetson Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of AtriCure, and Shareholder Representative Services LLC, solely in its capacity as Securityholder Representative. The Shares have been registered pursuant to a Registration Statement on Form S-3 (File No. 333-230001) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission on March 1, 2019.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

We have examined the Registration Statement, the Prospectus Supplement, the Merger Agreement, the Second Amended and Restated Certificate of Incorporation of the Company filed with the Secretary of State of the State of Delaware, the Fourth Amended and Restated Bylaws of the Company, and the resolutions adopted by the board of directors of the Company relating to the Registration Statement, the Prospectus Supplement and the issuance of the Shares by the Company. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Keating Muething & Klekamp PLL

Attorneys at Law

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P: 513.579.6400 | F: 513.579.6457 | kmklaw.com

Based on and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares are validly issued, fully paid and non-assessable.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters. This letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that arise after the date of this opinion and come to our attention, or any future changes in laws.

We hereby consent to the filing of this opinion letter as an exhibit to a Current Report on Form 8-K and the incorporation by reference of this opinion letter as an exhibit to the Registration Statement and to all references to Keating Muething & Klekamp PLL included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/S/ KEATING MUETHING & KLEKAMP PLL