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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

AtriCure, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share (Title of Class of Securities)

04963C209

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes). CUSIP No. 04963C209

NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only). 1 Camden Partners Strategic II, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 (a) o (b) 🗹 SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF 0 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,038,379 EACH SOLE DISPOSITIVE POWER REPORTING 7 PERSON 0 WITH SHARED DISPOSITIVE POWER 8 1,038,379 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,038,379 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 6.8% **TYPE OF REPORTING PERSON*** 12 00 Page 2 of 12

645526104

1	I.R.S. Id	NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only). Camden Partners Strategic Fund II-A, L.P.			
2	CHECK (a) o (b) ☑				
3	SEC US	E ONL	Y		
4	CITIZEN		OR PLACE OF ORGANIZATION		
NUMBER OF SHARES		5	SOLE VOTING POWER 0 SHARED VOTING POWER		
OWN EA	ICIALLY ED BY ACH RTING	6 7	1,038,379 SOLE DISPOSITIVE POWER		
PER	SON ITH	7 8	0 SHARED DISPOSITIVE POWER		
9	1,038,379 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	1,038,379 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.8%				
12	0.8% TYPE OF REPORTING PERSON* PN				

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1	NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only).					
	Camden	Camden Partners Strategic Fund II-B, L.P.				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
2	(a) o (b) ☑					
3	SEC US	E ONI	X			
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delawar	e				
NUMBER OF 0 SOLE VOTING POWER						
	F					
	ARES	C	SHARED VOTING POWER			
	ICIALLY	6	1 020 270			
	ED BY		1,038,379			
	CH	-	SOLE DISPOSITIVE POWER			
	RTING	7				
	SON					
W	ITH	0	SHARED DISPOSITIVE POWER			
		8	1,038,379			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
	1,038,379					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
10						
	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
	6.8%					
10	TYPE O	F REP	ORTING PERSON*			
	PN					

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1	I.R.S. Id	NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only). Richard M. Berkeley				
2	CHECK (a) o (b) ☑					
3	SEC US	E ONL	Y			
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States					
NUMBER OF 0 SOLE VOTING POWER						
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 1,038,379			
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER 0			
WITH		8	SHARED DISPOSITIVE POWER 1,038,379			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,038,379					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.8%					
12	TYPE OF REPORTING PERSON*					

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645526104

1	NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only).					
	Donald W. Hughes					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
2	(a) o					
	(b) 🗹	E ON				
3	SEC US	E ONI	Y			
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	states				
	·	_	SOLE VOTING POWER			
NUM	BER OF	5	0			
	ARES		SHARED VOTING POWER			
	ICIALLY	6				
	ED BY ACH		1,038,379 SOLE DISPOSITIVE POWER			
	RTING	7	SOLE DISPOSITIVE FOWER			
	RSON		0			
W	ITH	8	SHARED DISPOSITIVE POWER			
		U	1,038,379			
0	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	1,038,37	'9				
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
10	0					
	PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	6.8%	6.8%				
		F REP	ORTING PERSON*			
12	INI					
	IN					

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1	NAMES OF REPORTING PERSONS. I.R.S. Identification No. of Above Persons (Entities Only).					
	Richard	Richard M. Johnston				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*			
2	2 (a) o					
	(b) 🗹	(b) ☑				
3	SEC US	E ONL	Y			
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	states				
			SOLE VOTING POWER			
NILIMI	BER OF	5	0			
_	ARES		SHARED VOTING POWER			
	ICIALLY	6				
	ED BY ACH		1,038,379 SOLE DISPOSITIVE POWER			
	RTING	7	SOLE DISPOSITIVE POWER			
	RSON		0			
W	ITH	8	SHARED DISPOSITIVE POWER			
		U	1,038,379			
0	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	9 1,038,379					
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA		BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
10	0	0				
	PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	6.8%	6.8%				
		F REP	ORTING PERSON*			
12	INI					
	IN					

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			EPORTING PERSONS. ation No. of Above Persons (Entities Only).				
1							
	David L. Warnock						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			APPROPRIATE BOX IF A MEMBER OF A GROUP*				
2	(a) o						
	(b) 🗹						
_	SEC US	E ONL	Y				
3							
4	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
4	United S	States					
SOLE VOTING POWER							
NUM	BER OF	5	0				
	ARES		SHARED VOTING POWER				
BENEF	ICIALLY	6					
	ED BY		1,038,379				
	ACH RTING	7	SOLE DISPOSITIVE POWER				
	RSON	/	0				
W	ITH		SHARED DISPOSITIVE POWER				
		8					
	ACCE						
9	AGGRE	GAIE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
0	1,038,37	'9					
	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
10	0						
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11							
		6.8%					
12	IYPEO	F REP	ORTING PERSON*				
16	IN	IN					

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This Amendment No. 2 to Schedule 13G ("Amendment No. 2") relating to AtriCure, Inc. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13G filed with the Commission on December 31, 2005 (as previously amended, the "Schedule 13G). Capitalized terms used and not defined herein have the same meaning as in the Schedule 13G. Except as provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13G.

Item 4. Ownership.

Items 4(b) and 4(c) are hereby deleted and replaced in their entirety by the following:

(b) **Percent of class**: All calculations of beneficial ownership percentages are based on the Issuer's report of having 15,313,491 shares of Common Stock issued and outstanding as of October 21, 2009, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009. The percentages of beneficial ownership reported herein reflect the beneficial ownership if each of the Reporting Persons is deemed to be the beneficial owner of all of the shares of Common Stock held of record by the Funds.

CPS II	6.8%
Fund II-A	6.8%
Fund II-B	6.8%
Berkeley	6.8%
Hughes	6.8%
Johnston	6.8%
Warnock	6.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

CPS II	0
Fund II-A	0
Fund II-B	0
Berkeley Hughes	0
Hughes	0
Johnston	0
Warnock	0

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(ii) Shared power to vote or to direct the vote

CPS II	1,038,379
Fund II-A	1,038,379
Fund II-B	1,038,379
Berkeley	1,038,379
Hughes	1,038,379
Johnston	1,038,379
Warnock	1,038,379

(iii) Sole power to dispose or to direct the disposition of

CPS II	0
Fund II-A	0
Fund II-B	0
Berkeley Hughes	0
Hughes	0
Johnston	0
Warnock	0

(iv) Shared power to dispose or to direct the disposition of

CPS II	1,038,379
Fund II-A	1,038,379
Fund II-B	1,038,379
Berkeley	1,038,379
Hughes	1,038,379
Johnston	1,038,379
Warnock	1,038,379

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

Camden Partners Strategic Fund II-A, L.P.

By: Camden Partners Strategic II, LLC, its general partner

/s/ Donald W. Hughes Name: Donald W. Hughes Title: Managing Member

Camden Partners Strategic Fund II-B, L.P.

By: Camden Partners Strategic II, LLC, its general partner

/s/ Donald W. Hughes Name: Donald W. Hughes Title: Managing Member

Camden Partners Strategic II, LLC

/s/ Donald W. Hughes Name: Donald W. Hughes Title: Managing Member

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Richard M. Berkeley

/s/ Donald W. Hughes, Attorney-in-Fact

Donald W. Hughes

/s/ Donald W. Hughes

Richard M. Johnston

/s/ Donald W. Hughes, Attorney-in-Fact

David L. Warnock

/s/ Donald W. Hughes, Attorney-in-Fact

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