

**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): August 6, 2020

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 6, 2020, AtriCure, Inc. (the “Company”) and Angela L. Wirick entered into an Offer Letter for Ms. Wirick to become the Company’s Chief Financial Officer. The Offer Letter is attached hereto as Exhibit 10.1 and incorporated herein by reference. In addition, the Company has entered into a Change in Control Agreement and an Indemnity Agreement with Ms. Wirick on the forms previously entered into with the Company’s other executive officers.

Since March 2016, Ms. Wirick has served as the Company’s Vice President, Finance. She joined the Company in July 2014 as the Company’s Director, Finance. Prior to joining AtriCure, Ms. Wirick, a certified public accountant, was employed by Deloitte & Touche LLP for twelve years where she held positions of increasing responsibility.

On August 6, 2020, M. Andrew Wade announced that he was resigning from his position as Chief Financial Officer for personal reasons. In connection with his resignation, Mr. Wade and the Company have entered into a consulting agreement pursuant to which Mr. Wade will assist with the transition of his role to Ms. Wirick and consult for the Company for seven months. Under the consulting agreement, Mr. Wade will be paid a retainer of \$10,000 per month and, except for the performance share awards granted to him in 2019 and 2020, his outstanding equity awards will continue to vest.

The Company issued a press release regarding Mr. Wade’s resignation and Ms. Wirick’s agreement to serve the Company as its Chief Financial Officer. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>No.</u>	<u>Description</u>
10.1	Offer Letter, dated August 6, 2020, by and between AtriCure, Inc. and Angela L. Wirick
99.1	Press Release dated August 6, 2020
104	Cover Page Interactive Data File—the cover page XBRL tags are 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: August 6, 2020

By: /s/ Michael H. Carrel
Michael H. Carrel
President and Chief Executive Officer



7555 Innovation Way
Mason, OH 45040
United States
513-755-4100

August 4, 2020

Angela Wirick

Dear Angie,

I am pleased to formally extend this offer to you for your promotion to the position of Chief Financial Officer. This letter will confirm the details of the offer. This formal offer will remain open until the close of business on August 6, 2020.

Position and Reporting Responsibilities:

Chief Financial Officer, reporting to Michael Carrel, President & Chief Executive Officer

Effective Date:

Your tentative start date is set to August 6, 2020.

Compensation:

Your base salary will be \$16,041.67 semi-monthly, which annualizes to \$385,000, and is subject to deductions for taxes and other withholdings as required by law. This is an exempt position which means you are not eligible to receive overtime.

In addition, you will continue to participate in the company's annual Corporate Incentive Plan (CIP) with a target potential of 50% of your base salary, prorated based on your start date (see above). CIP payouts are expected to be made to qualifying employees in cash on a lump sum basis on or about March 15th following the end of the CIP year. You must be an active employee at the date of CIP payout to be eligible to receive a CIP bonus.

AtriCure Equity:

You shall be issued two separate equity grants totaling \$2,250,000 in value pursuant to AtriCure's Amended and Restated 2014 Stock Incentive Plan (2014 Plan). The first grant will be made effective as of your promotion start date (see above) and will consist of an award of restricted shares (RSAs) of common stock valued at \$1,500,000. The number of restricted shares granted shall be based on the Nasdaq market closing price on the grant date. The RSAs shall vest over three years at a rate of 33.3% per year on the anniversary of the grant date, subject to the terms and conditions of our standard RSA agreement and the 2014 Plan.

The second grant will be made effective on or about March 1, 2021 (or such other similar date per our standard annual equity grant cycle) and will consist of an award of performance shares (PSAs) valued at \$750,000. The PSAs shall "cliff" vest after the end of a three-year performance measurement period, subject to the terms and conditions of our standard PSA agreement, including the satisfaction of the performance goals therein, and the 2014 Plan.

At-Will Status:

This employment offer is not a guarantee of continued employment or any term, privilege or condition of employment. Neither you nor AtriCure are bound to continue the relationship established hereunder.

Acceptance Procedure:

To accept this offer, please sign below and return the signed offer letter to Tonya Austin.

We look forward to the contributions you will continue to make at AtriCure and to the professional and personal opportunities we will be able to provide to you!

Should you have any questions regarding this offer, please feel free to contact me at 612-839-2902.

Sincerely yours,

Michael H. Carrel
President and Chief Executive Officer
AtriCure, Inc.

CC: Tonya Austin

I, Angela Wirick, have read and understand the terms and conditions of this offer made by AtriCure. My signature below represents that the terms and conditions are acceptable to me. I also understand that my employment with AtriCure is at-will employment and that I may at any time terminate my employment with the company with or without notice. I also understand that AtriCure, Inc. may at any time terminate their employment relationship with me with or without notice. I further understand that any company benefits and compensation plans offered to me during my employment are subject to change and may change at any time at the company's discretion.

Agreed:

/s/ Angela Wirick
Angela Wirick

August 6, 2020
Date

**For immediate release**

August 6, 2020

AtriCure Announces Angie Wirick as Chief Financial Officer

MASON, Ohio, August 6, 2020 – [AtriCure, Inc. \(Nasdaq: ATRC\)](#), a leading innovator in treatments for atrial fibrillation (Afib) and left atrial appendage (LAA) management, announced today that Andy Wade is stepping down from the position of Chief Financial Officer (CFO) for personal reasons and moving into an advisory role through March 5, 2021. Angie Wirick, current Vice President of Finance, has been promoted to CFO effective immediately.

“On behalf of our team at AtriCure and our Board of Directors, I want to thank Andy for his contributions to our company over the past 13 years,” said Michael Carrel, President and Chief Executive Officer of AtriCure. “Andy has been instrumental to our global success and position of financial strength. Through his strong leadership, we achieved critical milestones to build AtriCure’s foundation and position our company for accelerated growth. These accomplishments have propelled our company to new levels of success and created significant shareholder value.”

“I am honored to have been a part of a tremendous team and world-class culture at AtriCure,” said Mr. Wade. “It has been a true privilege to work alongside colleagues who are passionately committed to our mission of improving patient lives and to see the growth of our impact in reducing the Afib epidemic around the world. While stepping down was a difficult decision, I am looking forward to moving into an advisory role and spending more time with my family.”

Mr. Carrel also stated, “We are excited to have Angie as our new CFO. Angie has been an integral part of our team for six years. I congratulate Angie on the new role and look forward to continuing to work with her on our strategic initiatives and leading the company into the future.”

Ms. Wirick joined AtriCure in July 2014 and most recently has been the Vice President of Finance, responsible for the global accounting and finance functions of the Company. Before AtriCure, Ms. Wirick spent 12 years at Deloitte & Touche LLP in managerial roles and began her career at Arthur Andersen LLP. Ms. Wirick is a certified public accountant and holds a Bachelor of Science in Accounting from the University of Dayton.

About AtriCure

AtriCure, Inc. provides innovative technologies for the treatment of Afib and related conditions. Afib affects more than 33 million people worldwide. Electrophysiologists and cardiothoracic surgeons around the globe use AtriCure technologies for the treatment of Afib and reduction of Afib related complications. AtriCure’s Isolator® Synergy™ Ablation System is the first and only medical device to receive FDA approval for the treatment of persistent Afib. AtriCure’s AtriClip Left Atrial Appendage (LAA) Exclusion System products are the most widely sold LAA management devices worldwide. AtriCure’s cryoICE is the first U.S. Food and Drug Administration (FDA)-cleared cryo ablation probe for the temporary ablation of peripheral nerves to block pain, providing temporary pain relief in cardiac and thoracic procedures. For more information, visit [AtriCure.com](#) or follow us on Twitter [@AtriCure](#).

Forward-Looking Statements

This press release contains “forward-looking statements”– that is, statements related to future events that by their nature address matters that are uncertain. For details on the uncertainties that may cause our actual results to be materially different than those expressed in our forward-looking statements, visit <http://www.atricure.com/fls> as well as our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q which contain risk factors. We do not undertake to update our forward-looking statements. Actual results could differ materially.

CONTACTS:

Lynn Pieper Lewis
Gilmartin Group
Investor Relations
(415) 937-5402
lynn@gilmartinir.com