

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* JOHNSTON RICHARD M			2. Issuer Name and Ticker or Trading Symbol AtriCure, Inc. [ATRC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2014			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET, SUITE 1200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BALTIMORE MD 21202								
(City) (State) (Zip)								

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	01/30/2014		M		10,000	A	\$12	10,000	D	
Common Stock	01/30/2014		M		30,000	A	\$9.37	40,000	D	
Common Stock	01/30/2014		M		10,000	A	\$7.99	50,000	D	
Common Stock	01/30/2014		M		10,000	A	\$9.5	60,000	D	
Common Stock	01/30/2014		M		10,000	A	\$10.1	70,000	D	
Common Stock	01/30/2014		M		10,000	A	\$2.58	80,000	D	
Common Stock	01/30/2014		M		10,000	A	\$5.15	90,000	D	
Common Stock	01/30/2014		M		6,667	A	\$14.17	96,667	D	
Common Stock	01/30/2014		M		3,334	A	\$8.04	100,001	D	
Common Stock	01/30/2014		J ⁽¹⁾		100,001	D	\$0	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$12	01/30/2014		M		10,000		08/05/2006 ⁽²⁾	08/05/2015	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy)	\$9.37	01/30/2014		M		30,000		04/06/2007 ⁽³⁾	04/06/2016	Common Stock	30,000	\$0	0	D	
Stock Option (right to buy)	\$7.99	01/30/2014		M		10,000		06/21/2007 ⁽⁴⁾	06/21/2016	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy)	\$9.5	01/30/2014		M		10,000		06/20/2008 ⁽⁵⁾	06/20/2017	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy)	\$10.1	01/30/2014		M		10,000		05/28/2009 ⁽⁶⁾	05/28/2018	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy)	\$2.58	01/30/2014		M		10,000		05/21/2010 ⁽⁷⁾	05/21/2019	Common Stock	10,000	\$0	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$5.15	01/30/2014		M			10,000	05/19/2011 ⁽⁸⁾	05/19/2020	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy)	\$14.17	01/30/2014		M			6,667	05/18/2012 ⁽⁹⁾	05/18/2021	Common Stock	6,667	\$0	3,333	D	
Stock Option (right to buy)	\$8.04	01/30/2014		M			3,334	05/15/2013 ⁽¹⁰⁾	05/15/2022	Common Stock	3,334	\$0	6,666	D	

Explanation of Responses:

- Shares transferred to Camden Partners Holdings, LLC.
- These options were granted on August 5, 2005 and are exercisable cumulatively at a rate of 25% per annum beginning one year from the date of grant.
- These options were granted on April 6, 2006 and are exercisable cumulatively at a rate of 25% per annum beginning one year from the date of grant.
- These options were granted on June 21, 2006 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on June 20, 2007 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on May 28, 2008 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on May 21, 2009 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on May 19, 2010 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on May 18, 2011 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.
- These options were granted on May 15, 2012 and are exercisable cumulatively at a rate of 33% per annum beginning one year from the date of grant.

/s/ Richard M. Johnston

01/31/2014

** Signature of Reporting Person

Date

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

* 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).

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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