

**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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><b>PRESIDIO MANAGEMENT GROUP VIII L L C</b><br><br>(Last) (First) (Middle)<br><b>2735 SAND HILL ROAD</b><br><br>(Street)<br><b>MENLO PARK CA 94025</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>AtriCure, Inc. [ ATRC ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/10/2005</b>         |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |   |

**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                    | 08/10/2005                           |  | C                              |   | 2,462,889   | A          | \$0 <sup>(2)</sup> | 2,462,886   | I  | Directly held by USVP VIII <sup>(1)</sup>             |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 18,148  | A          | \$0 <sup>(2)</sup> | 18,148  | I  | Directly held by AFF VIII <sup>(1)</sup>              |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 23,073  | A          | \$0 <sup>(2)</sup> | 23,073  | I  | Directly held by EP VIII-A <sup>(1)</sup>             |
| Common Stock                    | 08/10/2005                           |  | C                              |   | 12,379  | A          | \$0 <sup>(2)</sup> | 12,379  | I  | Directly held by EP VIII-B <sup>(1)</sup>             |
| Common Stock                    | 08/10/2005                           |  | S                              |   | 268,738   | D          | \$11.16            | 2,194,151   | I  | Directly Held by USVP VIII <sup>(1)</sup>             |
| Common Stock                    | 08/10/2005                           |  | S                              |   | 1,178   | D          | \$11.16            | 16,970  | I  | Directly Held by AFF VIII <sup>(1)</sup>              |
| Common Stock                    | 08/10/2005                           |  | S                              |   | 1,498   | D          | \$11.16            | 21,575  | I  | Directly Held by EP VIII-A <sup>(1)</sup>             |
| Common Stock                    | 08/10/2005                           |  | S                              |   | 804   | D          | \$11.16            | 11,575  | I  | Directly Held by EP VIII-B <sup>(1)</sup>             |

**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 |  |  |   |  |
| Series A Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 1,022,035 | (2)  | (2)             | Common Stock  | 1,022,035                  | \$0  | 0  | I   | Directly held by USVP VIII <sup>(1)</sup>              |

**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 |  |  |   |  |
| Series A Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 7,531     | (2)  | (2)             | Common Stock  | 7,531                      | \$0  | 0  | I   | Directly held by AFF VIII <sup>(1)</sup>               |
| Series A Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 9,575     | (2)  | (2)             | Common Stock  | 9,575                      | \$0  | 0  | I   | Directly held by EP VIII-A <sup>(1)</sup>              |
| Series A Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 5,137     | (2)  | (2)             | Common Stock  | 5,137                      | \$0  | 0  | I   | Directly held by EP VIII-B <sup>(1)</sup>              |
| Series B Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 1,440,854 | (2)  | (2)             | Common Stock  | 1,440,854                  | \$0  | 0  | I   | Directly held by USVP VIII <sup>(1)</sup>              |
| Series B Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 10,617    | (2)  | (2)             | Common Stock  | 10,617                     | \$0  | 0  | I   | Directly held by AFF VIII <sup>(1)</sup>               |
| Series B Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 13,498    | (2)  | (2)             | Common Stock  | 13,498                     | \$0  | 0  | I   | Directly held by EP VIII-A <sup>(1)</sup>              |
| Series B Preferred Stock                   | (2)  | 08/10/2005                           |  | C                              |   |  | 7,242     | (2)  | (2)             | Common Stock  | 7,242                      | \$0  | 0  | I   | Directly held by EP VIII-B <sup>(1)</sup>              |

1. Name and Address of Reporting Person\*

[PRESIDIO MANAGEMENT GROUP VIII L L C](#)

(Last) (First) (Middle)  
2735 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[PHILLIPS STUART G](#)

(Last) (First) (Middle)  
2735 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ROOT JONATHAN D](#)

(Last) (First) (Middle)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Rust Christopher J](#)

(Last) (First) (Middle)  
2735 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

|  |           |              |
|--|-----------|--------------|
| (City)                                   | (State)   | (Zip)        |
| 1. Name and Address of Reporting Person* |           |              |
| <u>YOUNG PHILIP M</u>                    |           |              |
| (Last)                                   | (First)   | (Middle)     |
| <u>2735 SAND HILL ROAD</u>               |           |              |
| (Street)                                 |           |              |
| <u>MENLO PARK</u>                        | <u>CA</u> | <u>94025</u> |
| (City)                                   | (State)   | (Zip)        |

**Explanation of Responses:**

1. See additional Form 4 filed by Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Timmothy Connors, Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Stuart G. Phillips, Jonathan D. Root, Christopher Rust, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.
2. Automatic conversion on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.

**Remarks:**

Michael P. Maher - Attorney in  
Fact for each reporting person      08/10/2005

\*\* 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.

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 Number.