

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §14a-11(c) or Rule 14a-12

**AtriCure, Inc.**

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# AtriCure

ATRICURE, INC.  
ATTN: ALLIE WALKER  
7555 INNOVATION WAY  
MASON, OH 45040

## Your **Vote** Counts!

ATRICURE, INC.

2025 Annual Meeting

Vote by May 18, 2025

11:59 PM ET



V67179-P28512

### You invested in ATRICURE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 19, 2025.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 5, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 19, 2025  
11:00 AM ET

Virtually at:

[www.virtualshareholdermeeting.com/ATRC2025](http://www.virtualshareholdermeeting.com/ATRC2025)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Michael H. Carrel	✔ For
1b. Regina E. Groves	✔ For
1c. B. Kristine Johnson	✔ For
1d. Shlomo Nachman	✔ For
1e. Karen N. Prange	✔ For
1f. Deborah H. Telman	✔ For
1g. Sven A. Wehrwein	✔ For
1h. Robert S. White	✔ For
1i. Maggie Yuen	✔ For
2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2025.	✔ For
3. Proposal to approve an amendment to the AtriCure, Inc. 2023 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,700,000.	✔ For
4. Advisory vote on the compensation of our named executive officers as disclosed in the proxy statement for the 2025 Annual Meeting.	✔ For
5. Advisory vote on the frequency of future advisory votes on compensation of our named executive officers.	1 Year
<p><b>NOTE:</b> THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED AS FOLLOWS: (1) FOR THE ELECTION OF THE NINE NOMINATED DIRECTORS; (2) FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE &amp; TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025; (3) FOR THE AMENDMENT TO THE ATRICURE, INC. 2023 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,700,000; (4) FOR APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2025 ANNUAL MEETING; (5) FOR THE OPTION OF "1 YEAR" AS THE PREFERRED FREQUENCY FOR FUTURE ADVISORY VOTES ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS; AND (6) IN THE DISCRETION OF THE PROXY HOLDERS ON SUCH MATTERS AS MAY COME BEFORE THE MEETING. PLEASE SIGN, DATE AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED RETURN ENVELOPE, WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES.</p>	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".

NOTICE OF VIRTUAL ANNUAL MEETING OF STOCKHOLDERS OF  
ATRICURE, INC.

May 19, 2025 at 11:00 AM ET

Access to this year's Virtual Annual Meeting of Stockholders will be available at  
[www.virtualshareholdermeeting.com/ATRC2025](http://www.virtualshareholdermeeting.com/ATRC2025)

**IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY  
MATERIALS**

**FOR THE ANNUAL MEETING TO BE HELD ON MAY 19, 2025:**

You are receiving this communication because you hold shares in the above company,  
and the materials you should review before you cast your vote are now available.

The Proxy Statement and Company's Annual Report on Form 10-K are available at:  
[www.proxyvote.com](http://www.proxyvote.com)

Please sign, date and mail your proxy card in the  
envelope provided as soon as possible.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com)

V70101-P28512

**ATRICURE, INC.  
2025 ANNUAL MEETING OF STOCKHOLDERS  
May 19, 2025 11:00 AM ET  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder of AtriCure, Inc., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 7, 2025, and hereby appoints Michael H. Carrel and Angela L. Wirick, or either of them, as proxy and attorney-in-fact, with full power of substitution, on behalf and in the name of the undersigned to represent the undersigned at the 2025 Annual Meeting of Stockholders of AtriCure, Inc. to be held on May 19, 2025 at 11:00 AM ET online at [www.virtualshareholdermeeting.com/ATRC2025](http://www.virtualshareholdermeeting.com/ATRC2025) and at any continuation, postponement or adjournment thereof, and to vote all shares of common stock which the undersigned would be entitled to vote if then and there personally present, hereby revoking any proxies heretofore given, on the matters set forth on the reverse side and in their discretion with respect to such other business (including the election of substitute nominees if one or more of the nominees identified herein is unable to serve as a director) as may properly come before such Annual Meeting or at any continuation, postponement or adjournment thereof in accordance with and as described in the Notice and Proxy Statement for the Annual Meeting by or at the direction of the Board of Directors.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO SUCH DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

(Continued and to be signed on reverse side)

# AtriCure

ATRICURE, INC.  
ATTN: ALLIE WALKER  
7555 INNOVATION WAY  
MASON, OH 45040



**SCAN TO**  
VIEW MATERIALS & VOTE

**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 18, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/ATRC2025](http://www.virtualshareholdermeeting.com/ATRC2025)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 18, 2025. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V70100-P28512

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**ATRICURE, INC.**

The Board of Directors recommends you vote "FOR" each of the following nominees:

1. Election of Directors

**Nominees:**

**For Against Abstain**

	For	Against	Abstain
1a. Michael H. Carrel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Regina E. Groves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. B. Kristine Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Shlomo Nachman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Karen N. Prange	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Deborah H. Telman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Sven A. Wehrwein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Robert S. White	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Maggie Yuen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote "FOR" the following proposals 2, 3 and 4:

	For	Against	Abstain
2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Proposal to approve an amendment to the AtriCure, Inc. 2023 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,700,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Advisory vote on the compensation of our named executive officers as disclosed in the proxy statement for the 2025 Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote "1 YEAR" on the following proposal:

	1 Year	2 Years	3 Years	Abstain
5. Advisory vote on the frequency of future advisory votes on compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED AS FOLLOWS: (1) FOR THE ELECTION OF THE NINE NOMINATED DIRECTORS; (2) FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025; (3) FOR THE AMENDMENT TO THE ATRICURE, INC. 2023 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,700,000; (4) FOR APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2025 ANNUAL MEETING; (5) FOR THE OPTION OF "1 YEAR" AS THE PREFERRED FREQUENCY FOR FUTURE ADVISORY VOTES ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS; AND (6) IN THE DISCRETION OF THE PROXY HOLDERS ON SUCH MATTERS AS MAY COME BEFORE THE MEETING. PLEASE SIGN, DATE AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED RETURN ENVELOPE, WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. If a corporation, limited liability company or partnership, please sign in full corporate, limited liability company or partnership name by authorized officer or person.

--	--

Signature [PLEASE SIGN WITHIN BOX]

Date

--	--

Signature (Joint Owners)

Date