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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**of the SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 31, 2013**

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**ATRICURE, INC.**  
(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51470**  
(Commission  
File Number)

**34-1940305**  
(IRS Employer  
Identification No.)

**6217 Centre Park Drive**  
**West Chester, OH**  
(Address of principal executive offices)

**45069**  
(Zip Code)

**Registrant's telephone number, including area code: (513) 755-4100**

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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## INTRODUCTORY NOTE

On December 31, 2013, AtriCure, Inc. (“AtriCure” or the “Company”) completed its previously announced merger (the “Merger”) pursuant to the Merger Agreement, dated as of December 19, 2013 (the “Merger Agreement”), among AtriCure, Niners Merger Sub, LLC, a Delaware limited liability company and a subsidiary of AtriCure (“Merger Sub”), Endoscopic Technologies, Inc., a Delaware corporation (“Estech”) and Fortis Advisors LLC, solely in its capacity as representative of the stockholders (“Representative”). Capitalized terms used in this Current Report but not defined herein shall have the respective meanings assigned thereto in the Merger Agreement, as applicable.

### **Item 2.01. Completion of Acquisition or Disposition of Assets.**

On December 31, 2013, the Merger was consummated and, in accordance with the Merger Agreement, Estech was merged with and into Merger Sub, with Merger Sub surviving as a subsidiary of AtriCure.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which has been filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on December 19, 2013 and is incorporated herein by reference.

### **Item 3.02. Unregistered Sales of Equity Securities.**

Pursuant to the Merger Agreement the Company will be issuing an aggregate of 2,126,343 shares of common stock, \$.001 par value per share, to shareholders of Estech as consideration for and in connection with the closing of the transactions described in Item 2.01 above. All of such shares are being offered and sold in a private offering to accredited investors pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

### **Item 8.01 Other Events.**

On January 2, 2014, the Company issued a press release announcing the consummation of the Merger, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

### **Forward Looking Statements**

The report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that address activities, events or developments that AtriCure expects, believes or anticipates will or may occur in the future, such as earnings estimates (including projections and guidance), other predictions of financial performance, launches by AtriCure of new products and market acceptance of AtriCure’s products. Forward-looking statements are based on AtriCure’s experience and perception of current conditions, trends, expected future developments and other factors it believes are appropriate under the circumstances and are subject to numerous risks and uncertainties, many of which are beyond AtriCure’s control. These risks and uncertainties include the rate and degree of market acceptance of AtriCure’s products, AtriCure’s ability to develop and market new and enhanced products, the timing of and ability to obtain and maintain regulatory clearances and approvals for its products, the timing of and ability to obtain reimbursement of procedures utilizing AtriCure’s products, AtriCure’s ability to consummate acquisitions or, if consummated, to successfully integrate acquired businesses into AtriCure’s operations, AtriCure’s ability to recognize the benefits of acquisitions, including potential synergies and cost savings, failure of an acquisition or acquired company to achieve its plans and objectives generally, risk that proposed or consummated acquisitions may disrupt operations or pose difficulties in employee retention or otherwise affect financial or operating results, competition from existing and new products and procedures or AtriCure’s ability to effectively react to other risks and uncertainties described from time to time in AtriCure’s SEC filings, such as fluctuation of quarterly financial results, reliance on third party manufacturers and suppliers, litigation or other proceedings, government regulation and stock price volatility. AtriCure does not guarantee any forward-looking statement, and actual results may differ materially from those projected. AtriCure undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. A further list and description of risks, uncertainties and other matters can be found in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

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**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired: The financial statements required to be filed under this Item 9 shall be filed by an amendment to this Form 8-K not later than 71 days after the date of this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information: The pro forma financial information required to be filed under this Item 9 shall be filed by an amendment to this Form 8-K not later than 71 days after the date of this Current Report on Form 8-K is required to be filed.

(d) Exhibits

<u>No.</u>	<u>Description</u>
99.1	Press Release dated January 2, 2014

**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: January 2, 2014

By: /s/ M. Andrew Wade

M. Andrew Wade

Vice President and Chief Financial Officer



Contact:

**AtriCure, Inc.**

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Vice President and Chief Financial Officer  
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**AtriCure Completes Acquisition of Estech**

WEST CHESTER, Ohio – January 2, 2014 – AtriCure, Inc. (Nasdaq: ATRC), a leading Atrial Fibrillation medical device provider, today announced the completion of the previously announced acquisition of Endoscopic Technologies, Inc. d/b/a Estech (“Estech”). Estech develops and markets a portfolio of innovative surgical ablation devices that enable physicians to perform a variety of traditional and minimally invasive procedures using Estech’s proprietary temperature controlled RF energy.

“We are pleased to complete the acquisition of Estech, and we welcome the team to AtriCure. This transaction provides substantial benefits to AtriCure and strengthens our leadership position in the atrial fibrillation market; we are excited about the opportunities that our combined businesses will bring to our customers,” said Mike Carrel, President and Chief Executive Officer of AtriCure.

AtriCure expects that the transaction will increase sales and marketing expense as well as research and development expenditures in order to accelerate clinical development and commercial sales of the combined product portfolio. While these expenses will increase on absolute dollar basis, AtriCure expects these expenses to decrease as a percentage of sales beginning in 2015. AtriCure expects the transaction to be dilutive to earnings in 2014 and accretive in 2015 and beyond.

**Advisors**

Piper Jaffray is acting as exclusive financial advisor, and Keating Muething & Klekamp PLL is serving as legal counsel, to AtriCure. Leerink Swann is acting as exclusive financial advisor, and DLA Piper LLP is serving as legal counsel, to Estech.

**About Estech**

Estech develops and markets a portfolio of innovative medical devices that enable cardiac surgeons to perform a variety of surgical procedures, while specializing in minimally invasive and hybrid ablation. The company’s COBRA line comprises a number of first-ever ablation technologies invented, developed,

and brought exclusively to market by Estech. These include temperature-controlled RF energy delivery, Versapolar™ devices that provide both bipolar and monopolar energy, suction-applied tissue contact, and internally-cooled devices which provide superior ablation performance compared to other ablation systems. For more information, please visit [www.estech.com](http://www.estech.com).

### **About AtriCure, Inc.**

AtriCure, Inc. is a medical device company providing innovative atrial fibrillation (Afib) solutions designed to produce superior outcomes that reduce the economic and social burden of atrial fibrillation. AtriCure's Synergy Ablation System is the first and only device approved for the treatment of Persistent and Longstanding Persistent forms of Afib in patients undergoing certain open concomitant procedures. AtriCure's AtriClip Left Atrial Appendage (LAA) exclusion device is the most widely implanted device for LAA management worldwide. The company believes cardiothoracic surgeons are adopting its ablation and LAA management devices for the treatment of Afib and reduction of Afib related complications such as stroke. Afib affects more than 5.5 million people worldwide.

### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that address activities, events or developments that AtriCure expects, believes or anticipates will or may occur in the future, such as earnings estimates (including projections and guidance), other predictions of financial performance, launches by AtriCure of new products and market acceptance of AtriCure's products. Forward-looking statements are based on AtriCure's experience and perception of current conditions, trends, expected future developments and other factors it believes are appropriate under the circumstances and are subject to numerous risks and uncertainties, many of which are beyond AtriCure's control. These risks and uncertainties include the rate and degree of market acceptance of AtriCure's products, AtriCure's ability to develop and market new and enhanced products, the timing of and ability to obtain and maintain regulatory clearances and approvals for its products, the timing of and ability to obtain reimbursement of procedures utilizing AtriCure's products, AtriCure's ability to consummate acquisitions or, if consummated, to successfully integrate acquired businesses into AtriCure's operations, AtriCure's ability to recognize the benefits of acquisitions, including potential synergies and cost savings, failure of an acquisition or acquired company to achieve its plans and objectives generally, risk that proposed or consummated acquisitions may disrupt operations or pose difficulties in employee retention or otherwise affect financial or operating results, competition from existing and new products and procedures or AtriCure's ability to effectively react to other risks and uncertainties described from time to time in AtriCure's SEC filings, such as fluctuation of quarterly financial results, reliance on third party manufacturers and suppliers, litigation or other proceedings, government regulation and stock price volatility. AtriCure does not guarantee any forward-looking statement, and actual results may differ materially from those projected. AtriCure undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. A further list and description of risks, uncertainties and other matters can be found in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

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