

AtriCure, Inc.
Form 4
January 28, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARREL MICHAEL H

(Last) (First) (Middle)

6217 CENTRE PARK DRIVE

(Street)

WEST CHESTER, OH 45069

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President, CEO and Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	01/24/2014		A	66,667	A	\$ 0 (1)	136,334 D

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 21.04	01/24/2014		A		125,000		01/24/2015 ⁽²⁾	01/24/2024	Common Stock	125,000
Stock Option (right to buy)	\$ 21.04	01/24/2014		A		225,000		⁽⁴⁾	01/24/2024	Common Stock	225,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARREL MICHAEL H 6217 CENTRE PARK DRIVE WEST CHESTER, OH 45069	X		President, CEO and Director	

Signatures

/s/ M. Andrew Wade as Attorney-in-Fact for Michael H.
Carrel

01/28/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

The Reporting Person acquired these shares pursuant to a Restricted Stock Award under the AtriCure, Inc. 2005 Equity Incentive Plan.

- (1) The shares will vest four years from the date of grant. This award was granted pursuant to the requirements of Section 5(c) of the Employment Agreement between the Reporting Person and Issuer entered into as of November 1, 2012.

- (2) The option vests and is exercisable as to 25% of the shares one year from the date of grant, and the remaining 75% thereafter vests and is exercisable in equal monthly installments on the same day of the month over the following three years. This award was granted pursuant to the requirements of Section 5(c) of the Employment Agreement between the Reporting Person and Issuer entered into as of November 1, 2012.

- (3) Not applicable.

- (4) Options to purchase shares in 25,000 increments vest at each Option Trigger Event. "Option Trigger Event" shall mean the volume adjusted weighted average closing price of the common stock of the Company as reported by NASDAQ (or any other exchange on which the common stock of the Company is listed) for 30 consecutive days equals or exceeds each of \$10.00 per share, \$12.50 per share, \$15.00 per share, \$17.50 per share, \$20.00 per share, \$25.00 per share, \$30.00 per share, \$35.00 per share and \$40.00 per share. This award was granted pursuant to the requirements of Section 5(c) of the Employment Agreement between the Reporting Person and Issuer entered into as of November 1, 2012.

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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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