

AtriCure, Inc.  
Form S-8  
March 16, 2009

As filed with the Securities and Exchange Commission on March 16, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ATRICURE, INC.**

*(Exact name of Registrant as Specified in its Charter)*

**Delaware**  
*(State Or Other Jurisdiction Of*  
*Incorporation Or Organization)*

**6033 Schumacher Park Drive**  
**West Chester, OH 45069**

**34-1940305**  
*(IRS Employer*  
*Identification Number)*

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(513) 755-4100

*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**2005 EQUITY INCENTIVE PLAN**

*(Full title of the Plan)*

**David J. Drachman**

**President and Chief Executive Officer**

**AtriCure, Inc.**

**6033 Schumacher Park Drive**

**West Chester, OH 45069**

**(513) 755-4100**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copy to:*

**Mark A. Weiss, Esq.**

**Keating Muething & Klekamp PLL**

**One East Fourth Street, Suite 1400**

**Cincinnati, Ohio 45202**

**(513) 579-6599**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  *(Do not check if a smaller reporting company)*

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Class of Securities</b>	<b>Amount To Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value	463,934 <sup>(2)</sup>	\$1.275 <sup>(3)</sup>	\$591,515.85 <sup>(3)</sup>	\$33.01

<sup>(1)</sup> Includes such additional shares as may become issuable by reason of stock splits, stock dividends or similar transactions pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ).

<sup>(2)</sup> This Registration Statement registers an additional 463,934 shares issuable under our 2005 Equity Incentive Plan (the Plan ). We have previously registered 3,187,369 shares issuable under the Plan (Registration Statement Nos. 333-130983 and 333-152014).

<sup>(3)</sup> Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act and based upon the average of the high and low sales prices reported on The Nasdaq Global Market on March 12, 2009.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (the Registration Statement ) is being filed in order to register an additional 463,934 shares of the Registrant's Common Stock, par value \$0.001 per share, which are securities of the same class and relate to the same employee benefit plan, the AtriCure, Inc. 2005 Equity Incentive Plan (the Plan ), as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Commission on January 12, 2006 (Registration No. 333-130983) and June 30, 2008 (Registration No. 333-152014), each of which is hereby incorporated by reference. After giving effect to shares registered under this Registration Statement, the Registrant has registered 3,651,303 shares under the Plan.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Documents</b>
5.1	Opinion of Keating Muething & Klekamp PLL
10.1	2005 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form S-8 Registration Statement (File No. 333-152014) filed on June 30, 2008)
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Keating Muething & Klekamp PLL (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature pages)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in West Chester, Ohio, as of the 16<sup>th</sup> day of March, 2009.

ATRICURE, INC.

By: /s/ Julie A. Piton  
 Julie A. Piton  
 Vice President, Finance and Administration and  
 Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints David J. Drachman and Julie A. Piton, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David J. Drachman David J. Drachman	President, Chief Executive Officer and Director (Principal Executive Officer)	March 16, 2009
/s/ Julie A. Piton Julie A. Piton	Vice President, Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer)	March 16, 2009
/s/ Richard M. Johnston Richard M. Johnston	Chairman of the Board of Directors	March 16, 2009

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/s/ Mark A. Collar Mark A. Collar	Director	March 16, 2009
/s/ Donald C. Harrison Donald C. Harrison	Director	March 16, 2009
/s/ Michael D. Hooven Michael D. Hooven	Director	March 16, 2009
/s/ Elizabeth D. Krell Elizabeth D. Krell	Director	March 16, 2009
/s/ Mark R. Lanning Mark R. Lanning	Director	March 16, 2009
/s/ Karen P. Robards Karen P. Robards	Director	March 16, 2009