

AtriCure, Inc.  
Form S-8  
June 30, 2008

As filed with the Securities and Exchange Commission on June 30, 2008

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**  
*(I.R.S. Employer*  
*Identification No.)*

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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:*

**Theodore L. Polin, Esq.**

**Epstein Becker & Green, P.C.**

**250 Park Avenue**

**New York, New York 10017**

**(212) 351-4500**

**CALCULATION OF REGISTRATION FEE**

Title of Class of Securities	Amount To Be	Proposed Maximum	Proposed Maximum	Amount of
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To Be Registered	Registered (1)	Offering Price	Aggregate	Registration Fee
		<b>Per Share</b>	<b>Offering Price</b>	
Common Stock, \$0.001 par value	958,992(2)	\$10.93(3)	\$10,481,783(3)	\$411.93
TOTAL	958,992	\$10.93	\$10,481,783	\$411.93

- (1) 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").
- (2) This Registration Statement registers an additional 958,992 shares issuable under our 2005 Equity Incentive Plan (the "Plan"). We have previously registered 2,228,377 shares issuable under the Plan (Registration Statement No. 333-130983).
- (3) 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 June 25, 2008.

**Statement Regarding Incorporation of Documents By Reference From Effective Registration Statements.**

This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 relating to our 2005 Equity Incentive Plan (the Plan ) is already effective. Pursuant to Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the registration statement we filed on Form S-8 (Registration Statement No. 333-130983) with the SEC on January 12, 2006. This Registration Statement provides for the registration of an additional 958,992 shares of Common Stock to be issued under the Plan.

**Item 8. Exhibits.**

**Exhibit**

<b>Number</b>	<b>Description of Documents</b>
5.1	Opinion of Epstein Becker & Green, P.C.
10.1	2005 Equity Incentive Plan.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Epstein Becker & Green, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page on page S-1).

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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, on the 30th day of June, 2008.

ATRICURE, INC.

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

Chief Financial Officer  
(Principal Financial and Accounting Officer)

### POWER OF ATTORNEY

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:

Signature	Title	Date
/s/ David J. Drachman David J. Drachman	President, Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2008
/s/ Julie A. Piton Julie A. Piton	Vice President, Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer)	June 30, 2008
/s/ Richard M. Johnston Richard M. Johnston	Chairman of the Board of Directors	June 27, 2008
/s/ Mark A. Collar Mark A. Collar	Director	June 27, 2008
/s/ Donald C. Harrison, M.D. Donald C. Harrison, M.D.	Director	June 27, 2008

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/s/ Michael D. Hooven  
Michael D. Hooven

Director

June 27, 2008

Elizabeth D. Krell

Director

/s/ Mark R. Lanning, C.P.A.  
Mark R. Lanning

Director

June 27, 2008

/s/ Karen P. Robards  
Karen P. Robards

Director

June 27, 2008

INDEX TO EXHIBITS

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