

AtriCure, Inc.
Form SC 13G/A
January 23, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0145

Expires: February 28, 2009

Estimated average burden

hours per response... 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

AtriCure, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

04963C209
(CUSIP Number)

December 31, 2006
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: AtriCure, Inc. - Form SC 13G/A

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures previously provided in a prior cover page.

.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that

section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

John F. White

James F. Rice

Kenneth L. Wolfe

Foster L. Aborn

Kairos Partners III Limited Partnership

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

John F. White -- United States

James F. Rice -- United States

Kenneth L. Wolfe -- United States

Foster L. Aborn -- United States

Kairos Partners III Limited Partnership -- Delaware

5 Sole Voting Power

John F. White -- 0 shares

James F. Rice -- 0 shares

Kenneth L. Wolfe -- 0 shares

Foster L. Aborn -- 0 shares

Kairos Partners III Limited Partnership -- 0 shares

6 Shared Voting Power*

John F. White -- 1,200,025 shares

James F. Rice -- 1,200,025 shares

Kenneth L. Wolfe -- 1,200,025 shares

Foster L. Aborn -- 1,200,025 shares

Kairos Partners III Limited Partnership -- 1,200,025 shares

Number

of Shares

Beneficially

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

John F. White -- 0 shares

Reporting

James F. Rice -- 0 shares

Person With

Kenneth L. Wolfe -- 0 shares

Foster L. Aborn -- 0 shares

Kairos Partners III Limited Partnership -- 0 shares

8 Shared Dispositive Power

John F. White -- 1,200,025 shares

James F. Rice -- 1,200,025 shares

Kenneth L. Wolfe -- 1,200,025 shares

Foster L. Aborn -- 1,200,025 shares

Kairos Partners III Limited Partnership -- 1,200,025 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: AtriCure, Inc. - Form SC 13G/A

John F. White -- 1,200,025 shares

James F. Rice -- 1,200,025 shares

Kenneth L. Wolfe -- 1,200,025 shares

Foster L. Aborn -- 1,200,025 shares

Kairos Partners III Limited Partnership -- 1,200,025 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

Not applicable.

11 Percent of Class Represented by Amount in Row (9)*

John F. White -- 9.9%

James F. Rice -- 9.9%

Kenneth L. Wolfe -- 9.9%

Foster L. Aborn -- 9.9%

Kairos Partners III Limited Partnership -- 9.9%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

John F. White -- IN

James F. Rice -- IN

Kenneth L. Wolfe -- IN

Foster L. Aborn -- IN

Kairos Partners III Limited Partnership -- PN

* All ownership percentages reported herein are based on 12,183,158 shares of Common Stock issued and outstanding as of November 1, 2006, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2006.

Item 1.

(a) Name of Issuer
AtriCure, Inc.

(b) Address of Issuer s Principal Executive Offices
6033 Schumacher Park Drive, West Chester, OH 45069

Item 2.

(a) Name of Person Filing

CUSIP NO. 04963C209

John F. White

James F. Rice

Kenneth L. Wolfe

Foster L. Aborn

Kairos Partners III Limited Partnership

- (b) Address of Principal Business Office or, if none, Residence
The address of the principal business office of each of the Reporting Persons is 600 Longwater Drive, Suite 204, Norwell, MA 02061.
- (c) Citizenship
John F. White -- United States citizen
- James F. Rice -- United States citizen
- Kenneth L. Wolfe -- United States citizen
- Foster L. Aborn -- United States citizen

Kairos Partners III Limited Partnership -- Delaware limited partnership

- (d) Title of Class of Securities
Common Stock, par value \$0.001 per share
- (e) CUSIP Number
04963C209

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP NO. **04963C209**

Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned
 - John F. White -- 1,200,025 shares

 - James F. Rice -- 1,200,025 shares

 - Kenneth L. Wolfe -- 1,200,025 shares

 - Foster L. Aborn -- 1,200,025 shares

 - Kairos Partners III Limited Partnership -- 1,200,025 shares

- (b) Percent of Class
 - John F. White -- 9.9%

 - James F. Rice -- 9.9%

 - Kenneth L. Wolfe -- 9.9%

 - Foster L. Aborn -- 9.9%

 - Kairos Partners III Limited Partnership -- 9.9%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 - John F. White -- 0 shares

 - James F. Rice -- 0 shares

 - Kenneth L. Wolfe -- 0 shares

 - Foster L. Aborn -- 0 shares

 - Kairos Partners III Limited Partnership -- 0 shares

 - (ii) shared power to vote or to direct the vote
 - John F. White -- 1,200,025 shares

 - James F. Rice -- 1,200,025 shares

 - Kenneth L. Wolfe -- 1,200,025 shares

 - Foster L. Aborn -- 1,200,025 shares

 - Kairos Partners III Limited Partnership -- 1,200,025 shares

Edgar Filing: AtriCure, Inc. - Form SC 13G/A

- (iii) sole power to dispose or to direct the disposition of
John F. White -- 0 shares

James F. Rice -- 0 shares

Kenneth L. Wolfe -- 0 shares

Foster L. Aborn -- 0 shares

Kairos Partners III Limited Partnership -- 0 shares

 - (iv) shared power to dispose or to direct the disposition of
John F. White -- 1,200,025 shares

James F. Rice -- 1,200,025 shares

Kenneth L. Wolfe -- 1,200,025 shares

Foster L. Aborn -- 1,200,025 shares

Kairos Partners III Limited Partnership -- 1,200,025 shares
-

CUSIP NO. **04963C209**

** Shares reported herein as beneficially owned by Messrs. White, Rice, Wolfe and Aborn represent shares held by Kairos Partners III Limited Partnership (the Partnership). Each of Messrs. White, Rice, Wolfe and Aborn is a member of the investment committee of the Partnership. Such committee has voting and investment power over the shares reported herein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 04963C209

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

January 23, 2007
Date

JOHN F. WHITE
/s/John F. White
Signature

JAMES F. RICE
/s/ James F. Rice
Signature

KENNETH L. WOLFE
/s/ Kenneth L. Wolfe
Signature

FOSTER L. ABORN
/s/ Foster L. Aborn
Signature

KAIROS PARTNERS III LIMITED PARTNERSHIP

By: KAIROS III LLC, its General Partner

By: KAIROS MASTER GP LLC, its Sole Member

By: /s/John F. White
Signature
John F. White, Voting Member
Name/Title