



AtriCure, Inc.



ATRC NASDAQ

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$158.42 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: David J. Drachman

Age: 53

CEO Since: 2002

	2009	2010	2011
Base Salary		\$412,000	\$450,000
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$206,000	\$0
Benefits and Perquisites		\$2,468	\$3,407
TOTAL ANNUAL COMPENSATION		\$620,468	\$453,407
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$397,430	\$371,205
Stock Awards		\$168,000	\$1,120,000
TOTAL COMPENSATION		\$1,185,898	\$1,944,612
Median of Other Named Executive Officers Total Compensation		\$495,847	\$537,325
Value Realized on Exercise of Stock Option		\$0	\$1,925,619
Value Realized on Vesting of Stock		\$128,200	\$553,800
TOTAL REALIZED EQUITY COMPENSATION		\$128,200	\$2,479,419

Proxy Date: 13 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 24.00%

Stock Option Run Rate: 2.16%

Performance Comparison

■ S&P500 ■ Industry ■ ATRC



Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ATRC	AtriCure, Inc.		\$1,185,898	\$1,944,612	\$158,416,142
LDR	Landauer, Inc.	\$1,659,441	\$2,948,855	\$1,317,238	\$466,752,999
ATRI	Atrion Corporation	\$753,137	\$952,061	\$1,090,131	\$419,775,817
OSUR	OraSure Technologies, Inc.	\$1,039,298	\$1,364,974	\$2,000,786	\$374,250,766
CMN	Cantel Medical Corp.	\$1,442,157	\$1,154,931	\$1,407,082	\$363,482,655
ANGO	AngioDynamics, Inc.	\$2,198,562	\$698,140		\$330,191,617
CPTS	Conceptus, Inc.	\$1,934,963	\$1,646,682		\$327,060,205

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ABIOMED, Inc., Alphatec Holdings, Inc., AngioDynamics, Inc., CardioNet, Inc., Cardiovascular Systems Inc., Endologix, Inc., Exactech, Inc., Hansen Medical, Inc., HeartWare International, Inc., LeMaitre Vascular, Inc., Spectranetics, Inc., Stereotaxis, Inc., and Vascular Solutions, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Karen P. Robards	Chairman	62	Female	12	Outside Related
Mark R. Lannina	Member	57	Male	6	Outside
Richard M. Johnston	Member	77	Male	10	Outside Related