

(Instr. 5)

Stock Option (Right to Buy)	Â <u>(1)</u>	01/01/2021	Common Stock	375	\$ 41.71	D	Â
Restricted Stock Unit	Â <u>(2)</u>	02/01/2016	Common Stock	1,250	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(4)</u>	03/01/2016	Common Stock	62	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(5)</u>	08/01/2016	Common Stock	625	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(6)</u>	03/01/2017	Common Stock	501	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(7)</u>	03/01/2018	Common Stock	636	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(8)</u>	03/01/2019	Common Stock	898	\$ <u>(3)</u>	D	Â
Restricted Stock Unit	Â <u>(9)</u>	03/01/2019	Common Stock	2,000	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Timothy John C/O ATHENAHEALTH, INC. 311 ARSENAL ST. WATERTOWN, MA 02472	Â	Â	Â SVP, Chief Marketing Officer	Â

Signatures

/s/ Lan Marinelli,
Attorney-in-Fact

01/06/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) On January 3, 2011, the Reporting Person was granted 1,500 stock options. The stock options vest in four equal annual installments beginning on January 1, 2012.
 - (2) On February 1, 2012, the Reporting Person was granted 5,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on February 1, 2013.
 - (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
 - (4) On March 1, 2012, the Reporting Person was granted 250 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.
 - (5) On August 1, 2012, the Reporting Person was granted 2,500 restricted stock units. The restricted stock units vest in four equal annual installments beginning on August 1, 2013.

Edgar Filing: ATHENAHEALTH INC - Form 3

- (6) On March 1, 2013, the Reporting Person was granted 1,003 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (7) On March 3, 2014, the Reporting Person was granted 849 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (8) On March 2, 2015, the Reporting Person was granted 898 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (9) On March 2, 2015, the Reporting Person was granted 2,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.