

ATHENAHEALTH INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Haley Daniel P

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311 ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SVP, GC and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	03/01/2016		M	323	A	11	365	D
Common Stock	03/01/2016		F	104 (2)	D	\$ 132.37	261	D
Common Stock	03/01/2016		M	368	A	11	629	D
Common Stock	03/01/2016		F	119 (2)	D	\$ 132.37	510	D
Common Stock	03/01/2016		M	938	A	11	1,448	D

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Common Stock	03/01/2016	F	304 <sup>(2)</sup>	D	\$ 132.37	1,144	D
Common Stock	03/01/2016	M	261	A	<u>1</u>	1,405	D
Common Stock	03/01/2016	F	84 <sup>(2)</sup>	D	\$ 132.37	1,321	D
Common Stock	03/01/2016	S	1,079 <sup>(3)</sup>	D	\$ 130.53 <sup>(4)</sup>	242	D
Common Stock	03/01/2016	S	200 <sup>(3)</sup>	D	\$ 131.21 <sup>(5)</sup>	42	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	323	<u>(7)</u>	03/01/2017	Common Stock	323
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	368	<u>(8)</u>	03/01/2018	Common Stock	368
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	938	<u>(9)</u>	03/01/2018	Common Stock	938
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	261	<u>(10)</u>	03/01/2019	Common Stock	261

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haley Daniel P C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472			SVP, GC and Secretary	

## Signatures

/s/ Lan Marinelli  
Attorney-in-Fact

03/02/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Restricted Stock Unit convert into common stock on a one-for-one basis.
- (2) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (3) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on December 15, 2015, in accordance with Rule 10b5-1.
- (4) This price represents the weighted average of sales ranging from \$130.10 to \$130.97. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (5) This price represents the weighted average of sales ranging from \$131.11 to \$131.31. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (7) On March 1, 2013, the Reporting Person was granted 1,294 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (8) On March 3, 2014, the Reporting Person was granted 1,472 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (9) On March 3, 2014, the Reporting Person was granted 3,750 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (10) On March 2, 2015, the Reporting Person was granted 1,043 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.