

Armbrester Bradford Kyle
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Armbrester Bradford Kyle

 (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)
 03/01/2018

 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, Chief Product Officer

 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)	(A) or (D)	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)
Common Stock	03/01/2018		A	621 ⁽¹⁾	A	\$ 0	10,146	D
Common Stock	03/01/2018		F	183	D	\$ 139.74	9,963	D
Common Stock	03/01/2018		A	788 ⁽²⁾	A	\$ 0	10,751	D
Common Stock	03/01/2018		F	233	D	\$ 139.74	10,518	D
Common Stock	03/01/2018		F	152	D	\$ 139.74	10,366	D

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Common Stock	03/01/2018	F	295	D	\$ 139.74	10,071	D
Common Stock	03/01/2018	F	72	D	\$ 139.74	9,999	D
Common Stock	03/01/2018	A	<u>1,700</u> (3)	A	\$ 0	11,699 (4)	D
Common Stock	03/02/2018	S	2,235	D	\$ <u>138.7</u> (5)	9,464	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)
Stock Option (Right to Buy)	\$ 137.49	03/01/2018		A	4,182	03/01/2019(6) 03/01/2028	Common Stock 4,182

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armbruster Bradford Kyle C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472			SVP, Chief Product Officer	

Signatures

/s/ Dan Haley
Attorney-in-Fact

03/05/2018

__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).

On March 1, 2016, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 5,920 PSUs. The PSUs convert into common stock on a one-for-one basis, and vest in three equal annual installments beginning on March 1, 2017 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2016, 2017 and 2018. On February 6, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that certain performance criteria for 2017 was met, resulting in vesting of PSUs as to 621 shares on March 1, 2018.

On March 1, 2017, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 7,084 PSUs. The PSUs convert into common stock on a one-for-one basis, and vest in three equal annual installments beginning on March 1, 2017 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2017, 2018 and 2019. On February 6, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that certain performance criteria for 2017 was met, resulting in vesting of PSUs as to 788 shares on March 1, 2018.

Represents a restricted stock unit ("RSU") award granted under the Issuer's 2007 Stock Option and Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock. The award is subject to time-based vesting and vests in three equal annual installments beginning on March 1, 2019. The RSUs will be settled only in stock.

Includes 9,464 units of common stock that were granted pursuant to RSU awards under the athenahealth, Inc. 2007 Stock Option and Incentive Plan, as amended and restated. The RSUs are subject to time-based vesting and will be settled only in stock.

Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.21 to \$138.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Footnote (5).

The option award vests in three equal annual installments beginning on March 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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