Connor Bret Form 3

May 11, 2018 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement ATHENAHEALTH INC [ATHN] Connor Bret (Month/Day/Year) 05/01/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O ATHENAHEALTH, (Check all applicable) INC., Â 311 ARSENAL STREET (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SVP, Customer Success Person WATERTOWN, MAÂ 02472 Form filed by More than One Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 7,850 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | y Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|-------------------|--|---|--|--|
| | Date Exercisable | Title | Derivative Security | Security: Direct (D) | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------|--------------------|-----------------|----------------------------------|-----------|----------------------------------|---|
| Stock Option (Right to Buy) | 03/01/2019(2) | 03/01/2028 | Common Stock | 3,936 | \$ 137.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|-----------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| Connor Bret C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472 | Â | Â | SVP, Customer Success | Â | |
| Signatures | | | | | |
| Jessica H. Collins, Attorney-in-Fact | 05 | 5/11/2018 | | | |

**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).

The 7,850 units of common stock reported on this Form 3 were granted pursuant to restricted stock unit ("RSU") awards under the athenabealth. Inc. 2007 Stock Option and Incentive Plan as amended and restated. The RSUs are subject to time-based vesting and will

- 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.
- (2) The stock option award vests 33% per year over a three-year period. The stock options will be fully vested and exercisable on March 1, 2021.

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.