

ATHENAHEALTH INC

Form 8-K

December 22, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **December 19, 2011**

athenahealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction

001-33689

(Commission
File Number)

04-3387530

(IRS Employer
Identification No.)

of incorporation)

311 Arsenal Street, Watertown, MA

(Address of principal executive offices)

02472

(Zip Code)

Registrant's telephone number, including area code: **617-402-1000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 19, 2011, Richard N. Foster, a member of the Board of Directors of athenahealth, Inc. (the “Company”), informed the Company that he does not intend to stand for re-election at the Company’s 2012 annual meeting of stockholders. Mr. Foster is a member of the compensation committee of the Board of Directors. His decision to not stand for re-election to the Board of Directors is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

athenahealth, Inc.
(Registrant)

December 22, 2011 **/s/ DANIEL H. ORENSTEIN**
Daniel H. Orenstein
SVP, General Counsel, and Secretary