

ATHENAHEALTH INC

Form 3

September 19, 2007

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â ROBERTS BRYAN E

(Last) (First) (Middle)

C/O VENROCK  
ASSOCIATES,Â 2494 SAND  
HILL ROAD, SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/19/2007

3. Issuer Name **and** Ticker or Trading Symbol  
ATHENAHEALTH INC [ATHN]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		or Indirect (1) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	34,850	\$ (1)	I	See Footnote. (3)
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	50,150	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	870,352	\$ (1)	I	See Footnote. (3)
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,252,382	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	111,720	\$ (1)	I	See Footnote. (5)
Series D preferred stock	Â (1)	Â (2)	Common Stock	571,091	\$ (1)	I	See Footnote. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	821,815	\$ (1)	I	See Footnote. (4)
Series D preferred stock	Â (1)	Â (2)	Common Stock	58,038	\$ (1)	I	See Footnote. (5)
Series E preferred stock	Â (1)	Â (2)	Common Stock	71,596	\$ (1)	I	See Footnote. (3)
Series E preferred stock	Â (1)	Â (2)	Common Stock	103,030	\$ (1)	I	See Footnote. (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS BRYAN E C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

/s/ Bryan E.  
Roberts

09/19/2007

\*\*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) These shares will automatically convert into common stock on a one-for-one basis upon the closing of the Issuer's initial public offering of common stock.

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- (2) The preferred stock has no expiration date.
- (3) Securities held of record by Venrock Associates, a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Securities held of record by Venrock Associates II, L.P., a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Securities held of record by Venrock Entrepreneurs Fund, L.P., a limited partnership of which Venrock Management, LLC is the general partner. Mr. Roberts is a member of Venrock Management, LLC. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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