

VENROCK ASSOCIATES II LP
 Form 4
 May 09, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
VENROCK ASSOCIATES II LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/07/2008

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2008		J ⁽¹⁾	392,304 D ②	1,155,553	D	⁽¹⁾
Common Stock	05/07/2008		J ⁽³⁾	564,594 D ②	1,662,812	D	⁽³⁾
Common Stock	05/07/2008		J ⁽⁴⁾	43,007 D ②	126,754	D	⁽⁴⁾
Common Stock	05/07/2008		J ⁽⁵⁾	362 A ②	362	D	⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially 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.

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VENROCK ASSOCIATES II LP
C/O VENROCK
2494 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

X

VENROCK ASSOCIATES
ROOM 5508
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

X

VENROCK ENTREPRENEURS FUND LP
0001239244
2494 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

X

VENROCK MANAGEMENT LLC
C/O VENROCK
2494 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

X

Signatures

VENROCK ASSOCIATES II, L.P. By: /s/ Bryan E. Roberts Name: Bryan E. Roberts Title: General Partner

05/09/2009

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__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, General Partner	05/09/2008
__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, Member, Venrock Management, LLC, its General Partner	05/09/2008
__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, Member	05/09/2008
__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) Represents shares directly owned by Venrock Associates and reflects the pro-rata distribution to its partners of 392,304 shares of Common Stock effected on May 7, 2008.
- (2) Not applicable.
- (3) Represents shares directly owned by Venrock Associates, II, L.P. and reflects the pro-rata distribution to its partners of 564,594 shares of Common Stock effected on May 7, 2008.
- (4) Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs") and reflects the pro-rata distribution to its partners of 43,007 shares of Common Stock effected on May 7, 2008. Venrock Management, LLC ("Venrock Management") is the general partner of Entrepreneurs. Venrock Management disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (5) Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from indirect to direct by virtue of the receipt of 362 shares in connection with the distribution by Entrepreneurs described in footnote 4, which was effected on May 7, 2008.

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.