#### ATHENAHEALTH INC

Form 4

August 07, 2008

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTS BRYAN E	2. Issuer Name <b>and</b> Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/0 VENROCK, 3340 HILLVIEW AVENUE	(Month/Day/Year) 08/05/2008	XDirector10% OwnerOfficer (give title below) Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PALO ALTO, CA 94304	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie n(A) or Disp (Instr. 3, 4 a	osed (and 5)  (A) or	of (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)	
Common Stock	08/05/2008		Code V $J_{(1)}^{(1)}$	Amount 392,426	(D)	( <u>2</u> )	763,159	I	By Fund
Common Stock	08/05/2008		J <u>(3)</u>	564,607	D	<u>(2)</u>	1,098,176	I	By Fund
Common Stock	08/05/2008		J(4)	43,063	D	<u>(2)</u>	83,688	I	By Fund
Common Stock	08/05/2008		J <u>(5)</u>	362	A	<u>(2)</u>	724	I	By LLC (5)
Common Stock	08/05/2008		J <u>(6)</u>	13	A	<u>(2)</u>	25	D	

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	1 Ciulion

Director 10% Owner Officer Other

ROBERTS BRYAN E C/0 VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304



## **Signatures**

BRYAN E.

ROBERTS 08/07/2008

\*\*Signature of
Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares directly owned by Venrock Associates, a limited partnership of which Bryan E. Roberts is a general partner, and (1) reflects the pro-rata distribution to its partners of 392,426 shares of Common Stock effected on August 5, 2008. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) Not applicable.

Represents shares directly owned by Venrock Associates II, L.P., a limited partnership of which Bryan E. Roberts is a general partner,

(3) and reflects the pro-rata distribution to its partners of 564,607 shares of Common Stock effected on August 5, 2008. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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- Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs"), a limited partnership of which Venrock

  Management, LLC ("Venrock Management") is the general partner, and reflects the pro-rata distribution of 43,063 shares of Common Stock to its partners effected on August 5, 2008. Mr. Roberts is a member of Venrock Management. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from one indirect form to another by virtue of the receipt by Venrock Management of 362 shares in connection with the distribution by Entrepreneurs described in footnote 4. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) Reflects a change in form of beneficial ownership from indirect to direct by virtue of the distribution by Venrock Associates described in footnote 1, which was effected on August 5, 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.