ATHENAHEALTH INC

Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Ittycheria Dev

2. Issuer Name and Ticker or Trading Symbol

ATHENAHEALTH INC [ATHN]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

1(b).

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2015

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

C/O ATHENAHEALTH, INC., 311 ARSENAL STREET

(State)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WATERTOWN, MA 02472

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following Reported

(Instr. 4)

(Instr. 4)

Indirect

Beneficial

Ownership

Common Stock

03/02/2015

or Code V Amount (D) 1,569 Α

(1)

Price \$0

(A)

11,777

Transaction(s)

(Instr. 3 and 4)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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	1. Title of	2.	3. Transaction Date	3A Deemed	4.	5.	6. Date Exerc	cicable and	7 Tit	le and	8. Price of	9. Nu
		- -										
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction		Expiration D			unt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities			(Instr	. 3 and 4)		Owne
		Security				Acquired			Ì	,		Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						(IIIsti
						4, and 5)						
										Amount		
										or		
							Date	Expiration	TT:41			
							Exercisable Date	Title Numb of	Number			
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Ittycheria Dev C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	X						

Signatures

/s/ Daniel H. Orenstein Attorney-in-Fact 03/04/2015

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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 an award of restricted stock units pursuant to the Issuer's 2007 Stock Option and Incentive Plan, as amended and restated. The restricted stock units fully vest on June 1, 2016.

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.

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