

ATHENAHEALTH INC  
Form 3  
January 08, 2016

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

OMB APPROVAL

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**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â O'Brien Timothy John                    |         | (Month/Day/Year)                     | ATHENAHEALTH INC [ATHN]                            |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| C/O ATHENAHEALTH, INC.,Â 311 ARSENAL ST.  |         | 01/01/2016                           | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| WATERTOWN,Â MAÂ 02472                     |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | SVP, Chief Marketing Officer                       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

(Instr. 5)

|                             |              |            |              |       |               |   |   |
|-----------------------------|--------------|------------|--------------|-------|---------------|---|---|
| Stock Option (Right to Buy) | Â <u>(1)</u> | 01/01/2021 | Common Stock | 375   | \$ 41.71      | D | Â |
| Restricted Stock Unit       | Â <u>(2)</u> | 02/01/2016 | Common Stock | 1,250 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(4)</u> | 03/01/2016 | Common Stock | 62    | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(5)</u> | 08/01/2016 | Common Stock | 625   | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(6)</u> | 03/01/2017 | Common Stock | 501   | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(7)</u> | 03/01/2018 | Common Stock | 636   | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(8)</u> | 03/01/2019 | Common Stock | 898   | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit       | Â <u>(9)</u> | 03/01/2019 | Common Stock | 2,000 | \$ <u>(3)</u> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| O'Brien Timothy John<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL ST.<br>WATERTOWN, MA 02472 | Â             | Â         | Â SVP, Chief Marketing Officer | Â     |

## Signatures

/s/ Lan Marinelli,  
Attorney-in-Fact

01/06/2016

\*\*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) On January 3, 2011, the Reporting Person was granted 1,500 stock options. The stock options vest in four equal annual installments beginning on January 1, 2012.
  - (2) On February 1, 2012, the Reporting Person was granted 5,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on February 1, 2013.
  - (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
  - (4) On March 1, 2012, the Reporting Person was granted 250 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.
  - (5) On August 1, 2012, the Reporting Person was granted 2,500 restricted stock units. The restricted stock units vest in four equal annual installments beginning on August 1, 2013.

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- (6) On March 1, 2013, the Reporting Person was granted 1,003 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (7) On March 3, 2014, the Reporting Person was granted 849 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (8) On March 2, 2015, the Reporting Person was granted 898 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (9) On March 2, 2015, the Reporting Person was granted 2,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 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.