

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 CARDINAL HEALTH
PARTNERS LP

(Last) (First) (Middle)

C/O CARDINAL
PARTNERS,Â 600
ALEXANDER PARK, SUITE
204

(Street)

PRINCETON,Â NJÂ 08540

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/19/20073. 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 ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,915,246	\$ (1)	I	See Footnote. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	1,450,944	\$ (1)	I	See Footnote. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARDINAL HEALTH PARTNERS LP C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â
Cardinal Health Partners Management, L.L.C C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â
Park John Joseph C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â
CHP II LP C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08450	Â	Â X	Â	Â
CLARKE JOHN K C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â
Tatum Lisa Skeete C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â
CHP II Management, LLC C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540	Â	Â X	Â	Â

Signatures

/s/ Christopher E. Nolin Attorney-in-Fact for all Reporting
Persons

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.
- (2) The preferred stock has no expiration date.
- Cardinal Health Partners, L.P. is the record holder of the securities. As the general partner of Cardinal Health Partners, L.P., Cardinal Health Partners Management, L.L.C. may be deemed a beneficial owner of the securities. In their capacities as managing members of
- (3) Cardinal Health Partners Management, L.L.C., each of John K. Clarke, Brandon H. Hull, Lisa Skeete Tatum and John J. Park may be deemed to be beneficial owners of the securities. Each Joint Filer, other than Cardinal Health Partners, L.P., expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.
- CHP II, L.P. is the record holder of the securities. As the general partner of CHP II, L.P., CHP II Management, L.L.C. may be deemed a beneficial owner of the securities. In their capacities as managing members of CHP II Management, L.L.C., each of John K. Clarke,
- (4) Brandon H. Hull, Lisa Skeete Tatum and John J. Park may be deemed to be beneficial owners of the securities. Each Joint Filer, other than CHP II, L.P., expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.

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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