

ATHENAHEALTH INC
Form DEFA14A
April 25, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

athenahealth, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which the transaction applies:
 - (2) Aggregate number of securities to which the transaction applies:
 - (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of the transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:

(4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Stockholder Meeting of
athenahealth, Inc.
To Be Held On June 12, 2008
athenahealth, Inc.
400 North Beacon Street
Watertown, MA 02472
5:00 p.m., Eastern Standard Time**

**COMPANY
NUMBER**

**ACCOUNT
NUMBER**

**CONTROL
NUMBER**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 23, 2008.

Please visit <http://www.amstock.com/ProxyServices/ViewMaterials.asp>, where the following materials are available for view:

Notice of Annual Meeting of stockholders
Proxy Statement
Form of Electronic Proxy Card
Annual Report on Form 10-K

**TO REQUEST
MATERIAL:**

TELEPHONE: 866-668-8562

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/ProxyServices/ViewMaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

- or -

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

- or -

TELEPHONE: To vote by telephone, please visit

<http://www.amstock.com/ProxyServices/ViewMaterials.asp> to view the materials and to obtain the toll free number to call.

- or -

MAIL: You may request a card by following the instructions above.

1. Election of Directors:

To Serve as Class I Directors with Terms Expiring at the 2011 Annual Meeting

NOMINEES: Jonathan Bush
Brandon H. Hull
Bryan E. Roberts

2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year 2008.

3. In their discretion, to transact upon such business as may properly come before the 2008 Annual Meeting or any adjournment or postponement thereof.

Please note that you cannot use this notice to vote by mail.