

ATHENAHEALTH INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
O'Brien Timothy John

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311 ARSENAL ST.

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SVP, Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/01/2016		M	62 A 1	62	D	
Common Stock	03/01/2016		F	20 (2) D \$ 132.37	42	D	
Common Stock	03/01/2016		M	251 A 1	293	D	
Common Stock	03/01/2016		F	81 (2) D \$ 132.37	212	D	
Common Stock	03/01/2016		M	212 A 1	424	D	

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Common Stock	03/01/2016	F	68 <sup>(2)</sup>	D	\$ 132.37	356	D
Common Stock	03/01/2016	M	225	A	Ⓐ	581	D
Common Stock	03/01/2016	F	73 <sup>(2)</sup>	D	\$ 132.37	508	D
Common Stock	03/01/2016	M	500	A	Ⓐ	1,008	D
Common Stock	03/01/2016	F	162 <sup>(2)</sup>	D	\$ 132.37	846	D
Common Stock	03/01/2016	S	846	D	\$ 132.25	0	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		M	62	<sup>(4)</sup> 03/01/2016	Common Stock 62
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		M	251	<sup>(5)</sup> 03/01/2017	Common Stock 251
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		M	212	<sup>(6)</sup> 03/01/2018	Common Stock 212
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		M	225	<sup>(7)</sup> 03/01/2019	Common Stock 225
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		M	500	<sup>(8)</sup> 03/01/2019	Common Stock 500
Restricted Stock Unit	<sup>(3)</sup>	03/01/2016		A	12,500	<sup>(9)</sup> 03/01/2020	Common Stock 12,500

## Reporting Owners

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

## Signatures

/s/ Lan Marinelli, Attorney-in-Fact	03/02/2016
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\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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) Restricted Stock Unit convert into common stock on a one-for-one basis.
  - (2) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
  - (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 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.
  - (6) 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.
  - (7) 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.
  - (8) 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.
  - (9) On March 1, 2016, the Reporting Person was granted 12,500 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2017.

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.