

ATHENAHEALTH INC  
Form 3  
September 25, 2015

**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 and Ticker or Trading Symbol      |  |
| Â Haley Daniel P                             |         | (Month/Day/Year)                     | ATHENAHEALTH INC [ATHN]                          |  |
| (Last)                                       | (First) | (Middle)                             | 09/16/2015                                       |  |
| C/O ATHENAHEALTH, INC., Â 311 ARSENAL STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                     |         |                                      | (Check all applicable)                           |  |
| WATERTOWN, Â MA Â 02472                      |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
| (City)                                       | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|  |         |                                      | (give title below)                               | (specify below)  |
|  |         |                                      | SVP, GC and Secretary                            | 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 (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) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,985   | D  | Â   |

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 of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                             | Date Exercisable | Expiration Date |              | Amount or Number of Shares |           | or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Restricted Stock Unit       | Â (1)            | 09/01/2016      | Common Stock | 1,250                      | \$ (2)    | D                          | Â |
| Restricted Stock Unit       | Â (3)            | 03/01/2017      | Common Stock | 646                        | \$ (2)    | D                          | Â |
| Restricted Stock Unit       | Â (4)            | 03/01/2018      | Common Stock | 1,104                      | \$ (2)    | D                          | Â |
| Restricted Stock Unit       | Â (5)            | 03/01/2018      | Common Stock | 2,812                      | \$ (2)    | D                          | Â |
| Stock Option (Right to Buy) | Â (6)            | 03/01/2024      | Common Stock | 2,500                      | \$ 195.05 | D                          | Â |
| Stock Option (Right to Buy) | Â (7)            | 03/01/2024      | Common Stock | 982                        | \$ 195.05 | D                          | Â |
| Restricted Stock Unit       | Â (8)            | 03/01/2019      | Common Stock | 1,043                      | \$ (2)    | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Haley Daniel P<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL STREET<br>WATERTOWN, MA 02472 | Â             | Â         | Â SVP, GC and Secretary | Â     |

## Signatures

/s/ Lan Marinelli  
Attorney-in-Fact

09/25/2015

\*\*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 November 1, 2012, the Reporting Person was granted 5,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on September 1, 2013.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) On March 1, 2013, the Reporting Person was granted 1,294 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (4) On March 3, 2014, the Reporting Person was granted 1,472 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (5) On March 3, 2014, the Reporting Person was granted 3,750 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

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- (6) On March 3, 2014, the Reporting Person was granted 982 stock options. The stock options vest in four equal annual installments beginning on March 1, 2015.
- (7) On March 3, 2014, the Reporting Person was granted 2,500 stock options. The stock options vest in four equal annual installments beginning on March 1, 2015.
- (8) On March 2, 2015, the Reporting Person was granted 1,043 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.