

ATHENAHEALTH INC

Form 4

March 06, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Armbruster Bradford Kyle

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311  
ARSENAL STREET

(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)

03/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP, Chief Product Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	03/01/2017		A	Amount 1,577 (1)	\$ 0	17,503 (2)	D
Common Stock	03/01/2017		F	513	\$ 117.22	16,990	D
Common Stock	03/01/2017		F	86	\$ 117.22	16,904	D
Common Stock	03/01/2017		F	81	\$ 117.22	16,823	D
Common Stock	03/01/2017		F	167	\$ 117.22	16,656	D

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armbrester Bradford Kyle C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472			SVP, Chief Product Officer	

/s/ Lan Marinelli  
Attorney-in-Fact

03/06/2017

\*\*Signature of Reporting Person                      Date

(1) On March 1, 2016, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 5,920 PSUs. The PSUs convert into common stock on a one-for-one basis, and vest in three equal annual installments beginning on March 1, 2017 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2016, 2017 and 2018. On February 7, 2017, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria for 2016 was met, resulting in vesting of PSUs as to 1,577 shares on March 1, 2017.

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- Includes 15,926 Restricted Stock Units (each, an "RSU") that are subject to time-based vesting and will be settled only in stock. The
- (2) unvested RSUs were previously reported by the Reporting Person as derivative securities. Effective March 1, 2017, the Reporting Person has determined to report RSU awards that are subject to time-based vesting and only settled in stock as non-derivative securities in his ownership reports.
- (3) 13,900 of these securities are units of common stock granted pursuant to RSU awards. The units are subject to time-based vesting.

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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