

ATHENAHEALTH INC

Form 3

September 19, 2007

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 *

Â OAK INVESTMENT
PARTNERS IX L P

(Last) (First) (Middle)

C/O OAK INVESTMENT
PARTNERS,Â ONE GORHAM
ISLAND

(Street)

WESTPORT,Â CTÂ 06880

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/19/2007

3. Issuer Name and Ticker or Trading Symbol

ATHENAHEALTH INC [ATHN]

4. Relationship of Reporting Person(s) to Issuer

5. 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)

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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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	82,153	\$ (1)	D (3)	Â
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	875	\$ (1)	D (4)	Â
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	1,972	\$ (1)	D (5)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	4,207,013	\$ (1)	D (3)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	44,839	\$ (1)	D (4)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	100,980	\$ (1)	D (5)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	168,776	\$ (1)	D (3)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	1,798	\$ (1)	D (4)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	4,052	\$ (1)	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAK INVESTMENT PARTNERS IX L P C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
OAK IX AFFILIATES FUND LP C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
OAK IX AFFILIATES FUND A LP C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	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.
- (3) Represents shares directly owned by Oak Investment Partners IX, L.P. ("Oak IX, L.P.").
- (4) Represents shares directly owned by Oak IX Affiliates Fund, L.P. ("Oak IX Affiliates, L.P.").
- (5) Represents shares owned directly by Oak IX Affiliates Fund-A, L.P. ("Oak IX Affiliates A, L.P.").

^

Remarks:

Oak IX Affiliates, L.P. and Oak IX Affiliates A, L.P. are filing this report on a precautionary basis.

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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