

ROBERTS BRYAN E  
Form 4  
May 05, 2009

**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 \*  
ROBERTS BRYAN E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O VENROCK, 3340 HILLVIEW AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2009

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

(Street)  
PALO ALTO, CA 94304

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

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/01/2009		J <sup>(1)</sup>		763,159	D	<u>(2)</u> 0	I	By Fund <u>(1)</u>
Common Stock	05/01/2009		J <sup>(3)</sup>		1,098,176	D	<u>(2)</u> 0	I	By Fund <u>(3)</u>
Common Stock	05/01/2009		J <sup>(4)</sup>		83,688	D	<u>(2)</u> 0	I	By Fund <u>(4)</u>
Common Stock	05/01/2009		J <sup>(5)</sup>		704	A	<u>(2)</u> 1,428	I	By LLC <u>(5)</u>
Common Stock	05/01/2009		J <sup>(6)</sup>		25	A	<u>(2)</u> 50	D	



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- Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs"), a limited partnership of which Venrock Management, LLC ("Venrock Management") is the general partner, and reflects the pro-rata distribution of 83,688 shares of Common Stock to its partners effected on May 1, 2009. Mr. Roberts is a member of Venrock Management. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4)
- Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from one indirect form to another by virtue of the receipt by Venrock Management of 704 shares in connection with the distribution by Entrepreneurs described in footnote 4. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5)
- Reflects a change in form of beneficial ownership from indirect to direct by virtue of the distribution by Venrock Associates described in footnote 1, which was effected on May 1, 2009.
- (6)

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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