

ATHENAHEALTH INC  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Delinsky Jeremy

(Last) (First) (Middle)

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)  
03/01/2015

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 Product 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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2015		M	5,000 (1) A (2)	5,000	D	
Common Stock	03/01/2015		F	1,629 (3) D \$ 127.07	3,371	D	
Common Stock	03/01/2015		M	2,073 (4) A (2)	5,444	D	
Common Stock	03/01/2015		F	673 (3) D \$ 127.07	4,771	D	
Common Stock	03/01/2015		M	1,039 (5) A (2)	5,810	D	

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Common Stock      03/01/2015      F      411 <sup>(3)</sup> D      \$ 127.07      5,399      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)	8. Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	03/01/2015		M	5,000	<u>(6)</u> 03/01/2016	Common Stock	5,000
Restricted Stock Unit	<u>(2)</u>	03/01/2015		M	2,073	<u>(7)</u> 03/01/2017	Common Stock	2,073
Restricted Stock Unit	<u>(2)</u>	03/01/2015		M	1,039	<u>(8)</u> 03/01/2018	Common Stock	1,039

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delinsky Jeremy 311 ARSENAL ST. WATERTOWN, MA 02472			SVP, Chief Product Officer	

## Signatures

/s/ Daniel H. Orenstein      03/03/2015  
Attorney-in-Fact

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) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. These transactions are considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (4) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2013
- (5) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 3, 2014.
- (6) On March 1, 2012, the Reporting Person was granted 20,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.
- (7) On March 1, 2013, the Reporting Person was granted 8,292 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (8) On March 3, 2014, the Reporting Person was granted 4,153 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

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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