

ATHENAHEALTH INC  
Form 10-Q/A  
August 13, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q/A  
(Amendment No. 1)  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-33689  
athenahealth, Inc.

(Exact name of registrant as specified in its charter)  
Delaware 04-3387530  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

311 Arsenal Street 2472  
Watertown, Massachusetts  
(Address of principal executive offices) (Zip Code)  
(617) 402-1000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days). Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. Yes  No

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

At July 26, 2018, the registrant had 40,501,995 shares of common stock, par value \$0.01 per share, outstanding.



**EXPLANATORY NOTE**

athenahealth, Inc. (the “Company”) originally filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (the “Original Filing”) with the Securities and Exchange Commission (“SEC”) on July 30, 2018. The Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the “Form 10-Q/A” and, together with the Original Filing, the “Form 10-Q”) solely to re-file Exhibit 10.1 to correct an inadvertent error.

Except for the foregoing, this Form 10-Q/A does not amend the Original Filing in any way and does not modify or update any disclosures contained in the Original Filing, which continue to speak as of the date of the Original Filing (including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context). Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and the Company’s other filings made with the SEC subsequent to the Original Filing.

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PART II – OTHER INFORMATION

Item 6. Exhibits

| Exhibit<br>No. | Exhibit Description  |
|----------------|--|
| <u>10.1</u> *  | athenahealth, Inc. 2007 Employee Stock Purchase Plan as amended and restated   |
| <u>10.2</u> †  | Form of Retention Bonus Award Agreement (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed by the Registrant on July 30, 2018) |
| <u>31.1</u> *  | Rule 13a-14(a) or 15d-14 Certification of Principal Executive Officer and Principal Financial Officer  |
| <u>32.1</u> †^ | Certifications of Principal Executive Officer and Principal Financial Officer pursuant to Exchange Act rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350   |
|                | XBRL (eXtensible Business Reporting Language). The following materials from athenahealth, Inc.’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, formatted in XBRL:                 |
| 101†           | (i) the Condensed Consolidated Statements of Income and Comprehensive Income   |
|                | (ii) the Condensed Consolidated Balance Sheets   |
|                | (iii) the Condensed Consolidated Statements of Cash Flows  |
|                | (iv) the Notes to Condensed Consolidated Financial Statements  |

† Previously furnished or filed as an exhibit to the Form 10-Q for the quarter ended June 30, 2018, filed with the SEC on July 30, 2018.

\* Filed herewith.

^ This certification will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ATHENAHEALTH, INC.

By: /s/ Marc A. Levine

Marc A. Levine

Principal Executive Officer & Chief Financial Officer

Date: August 13, 2018