

ATHENAHEALTH INC

Form 4

March 03, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Brien Timothy John

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 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)

03/01/2016

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 Marketing 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	03/01/2016		M	62 A	62	D	
Common Stock	03/01/2016		F	20 ⁽²⁾ D	\$ 132.37	42	D
Common Stock	03/01/2016		M	251 A	293	D	
Common Stock	03/01/2016		F	81 ⁽²⁾ D	\$ 132.37	212	D
Common Stock	03/01/2016		M	212 A	424	D	

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Common Stock	03/01/2016	F	68 ⁽²⁾	D	\$ 132.37	356	D
Common Stock	03/01/2016	M	225	A	<u>(1)</u>	581	D
Common Stock	03/01/2016	F	73 ⁽²⁾	D	\$ 132.37	508	D
Common Stock	03/01/2016	M	500	A	<u>(1)</u>	1,008	D
Common Stock	03/01/2016	F	162 ⁽²⁾	D	\$ 132.37	846	D
Common Stock	03/01/2016	S	846	D	\$ 132.25	0	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	03/01/2016		M			62	(4)	03/01/2016	Common Stock	62
Restricted Stock Unit	(3)	03/01/2016		M			251	(5)	03/01/2017	Common Stock	251
Restricted Stock Unit	(3)	03/01/2016		M			212	(6)	03/01/2018	Common Stock	212
Restricted Stock Unit	(3)	03/01/2016		M			225	(7)	03/01/2019	Common Stock	225
Restricted Stock Unit	(3)	03/01/2016		M			500	(8)	03/01/2019	Common Stock	500
Restricted Stock Unit	(3)	03/01/2016		A		12,500		(9)	03/01/2020	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Timothy John C/O ATHENAHEALTH, INC. 311 ARSENAL ST. WATERTOWN, MA 02472			SVP, Chief Marketing Officer	

Signatures

/s/ Lan Marinelli,
Attorney-in-Fact

03/02/2016

__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) Restricted Stock Unit convert into common stock on a one-for-one basis.
- (2) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (4) On March 1, 2012, the Reporting Person was granted 250 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.
- (5) On March 1, 2013, the Reporting Person was granted 1,003 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (6) On March 3, 2014, the Reporting Person was granted 849 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (7) On March 2, 2015, the Reporting Person was granted 898 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (8) On March 2, 2015, the Reporting Person was granted 2,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (9) On March 1, 2016, the Reporting Person was granted 12,500 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2017.

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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