

ATHENAHEALTH INC

Form 8-K

April 15, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **April 9, 2010**

athenahealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-33689

04-3387530

(State or other jurisdiction (Commission File Number) (IRS Employer Identification No.)

of incorporation)

311 Arsenal Street, Watertown, MA

02472

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **617-402-1000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 9, 2010, Ann H. Lamont informed athenahealth, Inc. (the “Company”) that, effective as of the end of the annual meeting of stockholders of the Company to be held on May 27, 2010, she will resign as a member of the Company’s Board of Directors as well as from the compensation committee and nominating and corporate governance committee of the Board of Directors. Ms. Lamont, who has served as a director of the Company since 2000, made her decision out of a desire to pursue other interests and not as the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

athenahealth, Inc.

(Registrant)

April 15, 2010 /s/ DANIEL H. ORENSTEIN

Daniel H. Orenstein

VP, General Counsel, and Secretary