

ATHENAHEALTH INC
 Form 3
 February 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Delinsky Jeremy		(Month/Day/Year)	ATHENAHEALTH INC [ATHN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/10/2015		
311 ARSENAL ST.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			SVP, Chief Product Officer	
WATERTOWN,Â MAÂ 02472				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,205	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Unit	Â (1)	04/01/2015	Common Stock	3,125	\$ (2)	D	Â
Restricted Stock Unit	Â (3)	03/01/2016	Common Stock	10,000	\$ (2)	D	Â
Restricted Stock Unit	Â (4)	03/01/2017	Common Stock	6,219	\$ (2)	D	Â
Restricted Stock Unit	Â (5)	03/01/2018	Common Stock	4,153	\$ (2)	D	Â
Stock Option (Right to Buy)	Â (6)	03/02/2019	Common Stock	2,500	\$ 25.67	D	Â
Stock Option (Right to Buy)	Â (7)	04/01/2019	Common Stock	2,500	\$ 23.96	D	Â

Reporting Owners

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

Signatures

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

02/19/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On August 1, 2011, the Reporting Person was granted 12,500 restricted stock units. The restricted stock units vest in four equal annual installments beginning on April 1, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) On March 2, 2009, the Reporting Person was granted 10,000 stock options. The stock options vest in four equal annual installments beginning on January 5, 2010.
- (7) On April 1, 2009, the Reporting Person was granted 10,000 stock options. The stock options vest in four equal annual installments beginning on January 5, 2010.

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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