

ATHENAHEALTH INC
Form 8-K
December 22, 2011
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) **December 19, 2011**

athenahealth, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-33689	04-3387530
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
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 December 19, 2011, Richard N. Foster, a member of the Board of Directors of athenahealth, Inc. (the "Company"), informed the Company that he does not intend to stand for re-election at the Company's 2012 annual meeting of stockholders. Mr. Foster is a member of the compensation committee of the Board of Directors. His decision to not stand for re-election to the Board of Directors is not 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)

December 22, 2011 /s/ **DANIEL H. ORENSTEIN**
Daniel H. Orenstein
SVP, General Counsel, and Secretary

defer receipt of all, or a portion, of the 15 compensation they earn for their services to the Participating Funds, in lieu of receiving current payments of such compensation. Any deferred amount is treated as though an equivalent dollar amount had been invested in shares of one or more eligible Nuveen funds. Each Independent Board Member, other than Mr. Brown, has elected to defer at least a portion of his or her fees. Each of the Funds, except California Opportunity, California Premium, New Jersey Dividend, New Jersey Dividend 2, Pennsylvania Dividend, Pennsylvania Dividend 2, California Value, Insured California, Insured California Tax-Free and Insured Florida Tax-Free, is a Participating Fund. The table below shows, for each continuing Board Member (except Mr. Bennett who was appointed to the Board of each Fund on July 29, 2003) who is not affiliated with Nuveen or the Adviser, the aggregate compensation (i) paid by each Fund to each continuing Board Member for its last fiscal year and (ii) paid (including deferred fees) for service on the boards of the Nuveen open-end and closed-end Funds managed by NAC ("NAC Funds") and NIAC ("NIAC Funds") for the calendar year ended 2002. Mr. Schwertfeger, a Board Member who is an interested person of each Fund, does not receive any compensation from a Fund or any Nuveen funds.

AGGREGATE COMPENSATION FROM THE FUNDS

----- CONTINUING BOARD CALIFORNIA															
CALIFORNIA CALIFORNIA CALIFORNIA CALIFORNIA CALIFORNIA CALIFORNIA MEMBERS VALUE															
PERFORMANCE(1) OPPORTUNITY INVESTMENT(1) SELECT(1) QUALITY(1)															
----- Robert P. Bremner \$511 \$															
788	\$386	\$ 842	\$1,412	\$1,352	Lawrence H. Brown	520	612	392	654	1,097	1,050	Anne E. Impellizzeri	500	1,773	374
1,898	3,205	3,067	Peter R. Sawers	499	1,823	377	1,948	3,267	3,128	William J. Schneider	505	1,839	381	1,965	3,296
3,156	Judith M. Stockdale	494	851	370	910	1,537	1,471								

----- AGGREGATE															
COMPENSATION FROM THE FUNDS -----															
CONTINUING BOARD INSURED INSURED CALIFORNIA CALIFORNIA CALIFORNIA CALIFORNIA															
MEMBERS CALIFORNIA CALIFORNIA 2(1) PREMIUM DIVIDEND(1) DIVIDEND 2(1) DIVIDEND 3(1)															
----- Robert P. Bremner \$300 \$															
741	\$255	\$1,371	\$ 851	\$1,215	Lawrence H. Brown	305	575	259	1,065	661	1,066	Anne E. Impellizzeri	289	1,666	244
3,111	1,919	2,088	Peter R. Sawers	294	1,714	250	3,169	1,970	2,150	William J. Schneider	297	1,729	252	3,200	1,987
2,172	Judith M. Stockdale	286	799	241	1,492	920	1,303	AGGREGATE COMPENSATION FROM THE FUNDS							

----- INSURED INSURED INSURED INSURED
CONTINUING BOARD CALIFORNIA CALIFORNIA FLORIDA FLORIDA FLORIDA FLORIDA MEMBERS
DIVIDEND(1) TAX-FREE TAX-FREE PREMIUM(1) INVESTMENT(1) QUALITY(1)

----- Robert P. Bremner \$
806 \$144 \$ 42 \$ 830 \$ 946 \$ 819 Lawrence H. Brown 706 196 92 646 737 638 Anne E. Impellizzeri 1,378 132 42
1,921 2,189 1,896 Peter R. Sawers 1,430 191 140 1,899 2,164 1,875 William J. Schneider 1,445 142 41 1,917 2,184
1,892 Judith M. Stockdale 859 131 41 959 1,093 947 16 AGGREGATE COMPENSATION FROM THE FUNDS

----- CONTINUING BOARD NEW JERSEY NEW
JERSEY NEW JERSEY NEW JERSEY PENNSYLVANIA PENNSYLVANIA MEMBERS DIVIDEND
DIVIDEND 2 INVESTMENT(1) PREMIUM(1) DIVIDEND DIVIDEND 2

----- Robert P. Bremner \$268 \$188
\$1,147 \$ 688 \$141 \$158 Lawrence H. Brown 273 196 894 536 144 165 Anne E. Impellizzeri 268 188 2,655 1,592 141
158 Peter R. Sawers 261 200 2,625 1,574 138 168 William J. Schneider 265 186 2,650 1,589 140 156 Judith M.
Stockdale 265 186 1,326 795 140 156 AGGREGATE COMPENSATION FROM THE FUNDS

----- TOTAL COMPENSATION FROM
CONTINUING BOARD PENNSYLVANIA PENNSYLVANIA NUVEEN FUNDS PAID TO MEMBERS
PREMIUM 2(1) INVESTMENT(1) BOARD MEMBERS

----- Robert P. Bremner \$ 868 \$ 924
\$77,500 Lawrence H. Brown 676 720 82,000 Anne E. Impellizzeri 2,008 2,138 77,500 Peter R. Sawers 1,986 2,114
79,250 William J. Schneider 2,004 2,133 77,500 Judith M. Stockdale 1,003 1,068 77,750 (1) Includes deferred fees.
Pursuant to the Deferred Compensation Plan for certain of the Funds, deferred amounts are treated as though an
equivalent dollar amount has been invested in shares of one or more Participating Funds. Total deferred fees for the
Funds (including the return from the assumed investment in the Participating Funds) payable are: DEFERRED FEES

----- CONTINUING BOARD MEMBERS

----- ROBERT P. ANNE E. PETER R. WILLIAM J. JUDITH M.
BREMNER IMPELLIZZERI SAWERS SCHNEIDER STOCKDALE

----- California Dividend \$167 \$1,040
\$1,125 \$1,130 \$212 California Dividend 2 104 641 699 701 131 California Dividend 3 85 510 584 589 145 Insured
California Dividend 57 337 390 393 96 California Investment 103 634 691 694 130 California Performance 96 593
646 649 121 California Quality 165 1,025 1,109 1,114 209 California Select 172 1,071 1,159 1,163 219 Insured
California 2 90 557 608 610 114 Florida Investment 114 742 752 754 199 Florida Quality 99 643 651 654 173 Insured
Florida Premium 100 651 660 662 175 New Jersey Investment 138 900 912 915 242 New Jersey Premium 83 540 547
549 145 Pennsylvania Investment 111 725 734 737 195 Pennsylvania Premium 2 104 681 690 692 183 Nuveen
Investments, Inc. maintains charitable contributions programs to encourage the active support and involvement of
individuals in the civic activities of their community. These programs include a matching contributions program and a
direct contributions program. The 17 Independent Board Members of the funds managed by the Adviser are eligible to
participate in the charitable contributions program of Nuveen Investments, Inc. Under the matching program, Nuveen
Investments, Inc. will match the personal contributions of a Board Member to Section 501(c)(3) organizations up to an
aggregate maximum amount of \$10,000 during any calendar year. Under its direct (non-matching) program, Nuveen
Investments, Inc. makes contributions to qualifying Section 501(c)(3) organizations, as approved by the Corporate
Contributions Committee of Nuveen Investments, Inc. The Independent Board Members are also eligible to submit
proposals to the committee requesting that contributions be made under this program to Section 501(c)(3)
organizations identified by the Board Member, in an aggregate amount not to exceed \$5,000 during any calendar year.
Any contribution made by Nuveen Investments, Inc. under the direct program is made solely at the discretion of the
Corporate Contributions Committee. COMMITTEES The Board has five standing committees: the executive
committee, the audit committee, the governance committee, the dividend committee and the valuation committee.
Peter R. Sawers and Timothy R. Schwertfeger currently serve as members of the executive committee of the Board of
each Fund. The executive committee, which meets between regular meetings of the Board, is authorized to exercise all
of the powers of the Board; provided that the scope of the powers of the executive committee, unless otherwise
specifically authorized by the full Board, are limited to: (i) emergency matters where assembly of the full Board is
impracticable (in which case management will take all reasonable steps to quickly notify each individual Board

Member of the actions taken by the executive committee) and (ii) matters of an administrative or ministerial nature. The executive committee of each Fund held no meetings during its last fiscal year except Insured California Tax-Free and Insured Florida Tax-Free each held two (2) meetings during the last fiscal year. Lawrence H. Brown and Timothy R. Schwertfeger are current members of the dividend committee. The dividend committee is authorized to declare distributions on the Funds' shares including, but not limited to, regular and special dividends, capital gains and ordinary income distributions. The dividend committee of each of the California Funds held three (3) meetings during its last fiscal year. The dividend committee of each of the Florida Funds, the New Jersey Funds and the Pennsylvania Funds held four (4) meetings, except the Insured Florida Tax-Free Fund held three (3) meetings during its last fiscal year. Lawrence H. Brown and Judith M. Stockdale are current members of the valuation committee for each Fund. The valuation committee oversees the Fund's Pricing Procedures including, but not limited to, the review and approval of fair value pricing determinations made by Nuveen's Valuation Group. The valuation committee of each Fund held one (1) meeting during its last fiscal year. Each Fund's Board has an audit committee composed of Independent Board Members who are "independent" as that term is defined in Section 303.01(B)(2)(a) and (3) of the New York Stock Exchange's listing standards or Section 121(a) of the American Stock Exchange's listing standings, as applicable. The audit committee monitors the accounting and reporting policies and practices of the Funds, the quality and integrity of the financial statements of the Funds, compliance by the Funds with legal and regulatory requirements and the independence and 18 performance of the external and internal auditors. The audit committee reviews the work and any recommendations of the Fund's independent auditors. Based on such review, it is authorized to make recommendations to the Board. A copy of the Audit Committee Charter is attached to the proxy statement as Appendix A. The audit committee of each Fund held three (3) meetings during its last fiscal year. Nomination of those Board Members who are not "interested persons" of each Fund is committed to a governance committee composed of all Board Members who are not "interested persons" of that Fund. It identifies and recommends individuals to be nominated for election as non-interested Board Members. The committee also reviews matters relating to (1) the composition, duties, recruitment, independence and tenure of Board Members, (2) the selection and review of committee assignments, and (3) Board Member education, Board meetings and Board performance. The governance committee of each Fund held one (1) meeting during its last fiscal year. In the event of a vacancy on the Board, the governance committee receives suggestions from various sources as to suitable candidates. Suggestions should be sent in writing to Lorna Ferguson, Vice President for Board Relations, Nuveen Investments Inc., 333 West Wacker Drive, Chicago, IL 60606. The governance committee sets appropriate standards and requirements for nominations for new Board Members and reserves the right to interview all candidates and to make the final selection regarding the nomination of any new Board Member. The Board of each Fund held four (4) regular quarterly meetings and three (3) special Board meetings during its last fiscal year. During the last fiscal year, each Board Member attended 75% or more of each Fund's Board meetings and the committee meetings (if a member thereof). 19 THE OFFICERS The following table sets forth information as of October 1, 2003 with respect to each officer, other than Mr. Schwertfeger, who is a Board Member and is included in the table relating to nominees for the Board. Officers receive no compensation from the Funds. The officers of each Fund are elected by the Board on an annual basis to serve until successors are elected and qualified.

-----	NUMBER OF PORTFOLIOS
IN FUND POSITION(S) TERM OF OFFICE COMPLEX NAME, ADDRESS AND HELD WITH AND LENGTH OF PRINCIPAL OCCUPATION(S) SERVED BY BIRTHDATE FUND TIME SERVED* DURING PAST 5 YEARS OFFICER -----	
Gifford R. Zimmerman Chief Term: Annual Managing Director (since 141 333 West Wacker Drive Administrative Length of Service: 2002), Assistant Secretary Chicago, IL 60606 Officer Since 1988 and Associate General (9/9/56) Counsel, formerly, Vice President of Nuveen Investments, LLC; Managing Director (since 2002), General Counsel and Assistant Secretary, formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; Managing Director (since 2002) and Assistant Secretary and Associate General Counsel, formerly Vice President (since 2000) of Nuveen Asset Management, Inc.; Assistant Secretary of Nuveen Investments, Inc. (since 1994); Assistant Secretary of NWQ Investment Management Company, LLC. (since 2002); Vice President and Assistant Secretary of Nuveen Investments Advisers Inc. (since 2002); Managing Director, Associate General Counsel and Assistant Secretary of Rittenhouse Asset Management, Inc. (since May 2003); Chartered Financial Analyst. Michael T. Atkinson Vice President Term: Annual Vice President (since 2002), 141 333 West Wacker Drive and Assistant	

Edgar Filing: ATHENAHEALTH INC - Form 8-K

Length of Service: formerly Assistant Vice Chicago, IL 60606 Secretary Since 2002 President (from 2000), (2/3/66) previously, Associate of Nuveen Investments, LLC. Paul L. Brennan Vice President Term: Annual Vice President (since 2002), 135 333 West Wacker Drive Length of Service: formerly Assistant Vice Chicago, IL 60606 Since 1997 President (since 1997) of (11/10/66) Nuveen Advisory Corp.; Chartered Financial Analyst and Certified Public Accountant. 20 ----- NUMBER OF PORTFOLIOS IN FUND POSITION(S) TERM OF OFFICE COMPLEX NAME, ADDRESS AND HELD WITH AND LENGTH OF PRINCIPAL OCCUPATION(S) SERVED BY BIRTHDATE FUND TIME SERVED* DURING PAST 5 YEARS OFFICER -----

Peter H. D'Arrigo Vice President Term: Annual Vice President of Nuveen 141 333 West Wacker Drive and Treasurer Length of Service: Investments, LLC (since Chicago, IL 60606 Since 1999 1999); prior thereto, (11/28/67) Assistant Vice President (from 1997); Vice President and Treasurer (since 1999) of Nuveen Investments, Inc.; Vice President and Treasurer (since 1999) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp; Vice President and Treasurer of Nuveen Asset Management, Inc. (since 2002) and of Nuveen Investments Advisers Inc. (since 2002); Assistant Treasurer of NWQ Investments Management Company, LLC. (since 2002); Chartered Financial Analyst. Susan M. DeSanto Vice President Term: Annual Vice President of Nuveen 141 333 West Wacker Drive Length of Service: Advisory Corp. (since 2001); Chicago, IL 60606 Since 2001 previously, Vice President (9/8/54) of Van Kampen Investment Advisory Corp. (from 1998). Jessica R. Droeger Vice President Term: Annual Vice President (since 2002) 141 333 West Wacker Drive and Secretary Length of Service: and Assistant General Chicago, IL 60606 Since 1998 Counsel (since 1998), (9/24/64) formerly Assistant Vice President (from 1998) of Nuveen Investments, LLC; Vice President (since 2002) and Assistant Secretary (from 1998), formerly Assistant Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. Lorna C. Ferguson Vice President Term: Annual Vice President of Nuveen 141 333 West Wacker Drive Length of Service: Investments, LLC (since Chicago, IL 60606 Since 1998 1998); Vice President (since (10/24/45) 1998) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. 21 ----- NUMBER OF PORTFOLIOS IN FUND POSITION(S) TERM OF OFFICE COMPLEX NAME, ADDRESS AND HELD WITH AND LENGTH OF PRINCIPAL OCCUPATION(S) SERVED BY BIRTHDATE FUND TIME SERVED* DURING PAST 5 YEARS OFFICER -----

----- William M. Fitzgerald Vice President Term: Annual Managing Director (since 141 333 West Wacker Drive Length of Service: 2001), formerly Vice Chicago, IL 60606 Since 1995 President (since 1995) of (3/2/64) Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; Managing Director of Nuveen Asset Management, Inc. (since 2001); Vice President of Nuveen Investments Advisers Inc. (since 2002); Chartered Financial Analyst. Stephen D. Foy Vice President Term: Annual Vice President (since 1993) 141 333 West Wacker Drive and Controller Length of Service: and Funds Controller (since Chicago, IL 60606 Since 1993 1998) of Nuveen Investment, (5/31/54) LLC; Vice President and Funds Controller (since 1998) of Nuveen Investments, Inc.; Certified Public Accountant. J. Thomas Futrell Vice President Term: Annual Vice President of Nuveen 135 333 West Wacker Drive Length of Service: Advisory Corp.; Chartered Chicago, IL 60606 Since 1992 Financial Analyst. (7/5/55) Richard A. Huber Vice President Term: Annual Vice President of Nuveen 135 333 West Wacker Drive Length of Service: Institutional Advisory Corp. Chicago, IL 60606 Since 1997 (since 1998) and Nuveen (3/26/63) Advisory Corp. (since 1997). Steven J. Krupa Vice President Term: Annual Vice President of Nuveen 135 333 West Wacker Drive Length of Service: Advisory Corp. Chicago, IL 60606 Since 1990 (8/21/57) David J. Lamb Vice President Term: Annual Vice President of Nuveen 141 333 West Wacker Drive Length of Service: Investments, LLC (since Chicago, IL 60606 Since 2000 2000); prior thereto, (3/22/63) Assistant Vice President (from 1999); formerly Associate of Nuveen Investments, LLC; Certified Public Accountant. Tina M. Lazar Vice President Term: Annual Vice President of Nuveen 141 333 West Wacker Drive Length of Service: Investments, LLC (since Chicago, IL 60606 Since 2002 1999); prior thereto, (8/27/61) Assistant Vice President (since 1993) of Nuveen Investments, LLC. 22 -----

----- NUMBER OF PORTFOLIOS IN FUND POSITION(S) TERM OF OFFICE COMPLEX NAME, ADDRESS AND HELD WITH AND LENGTH OF PRINCIPAL OCCUPATION(S) SERVED BY BIRTHDATE FUND TIME SERVED* DURING PAST 5 YEARS OFFICER ----- Larry W. Martin Vice President Term: Annual Vice President, Assistant 141 333 West Wacker Drive and Assistant Length of

Service: Secretary and Assistant Chicago, IL 60606 Secretary Since 1988 General Counsel of Nuveen (7/27/51) Investments, LLC; Vice President and Assistant Secretary of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; Assistant Secretary of Nuveen Investments, Inc.; Assistant Secretary of Nuveen Asset Management, Inc. (since 1997); Vice President (since 2000), Assistant Secretary and Assistant General Counsel (since 1998) of Rittenhouse Asset Management, Inc.; Vice President and Assistant Secretary of Nuveen Investments Advisers Inc. (since 2002); Assistant Secretary of NWQ Investment Management Company, LLC (since 2002). John V. Miller Vice President Term: Annual Vice President (since 2003), 135 333 West Wacker Drive Length of Service: previously, credit analyst Chicago, IL 60606 Since 2003 (1996) of Nuveen Advisory (4/10/67) Corp.; Chartered Financial Analyst. Edward F. Neild, IV Vice President Term: Annual Managing Director (since 141 333 West Wacker Drive Length of Service: 2002), formerly, Vice Chicago, IL 60606 Since 1996 President (from 1996) of (7/7/65) Nuveen Institutional Advisory Corp. and Nuveen Advisory Corp.; Managing Director of Nuveen Asset Management, Inc. (since 1999); Chartered Financial Analyst. Thomas J. O'Shaughnessy Vice President Term: Annual Vice President (since 2002), 135 333 West Wacker Drive Length of Service: previously, Assistant Vice Chicago, IL 60606 Since 1998 President (1998) of Nuveen (9/4/60) Advisory Corp. Thomas C. Spalding Vice President Term: Annual Vice President of Nuveen 135 333 West Wacker Drive Length of Service: Advisory Corp. and Nuveen Chicago, IL 60606 Since 1987 Institutional Advisory (7/31/51) Corp.; Chartered Financial Analyst.

----- * Length of Service indicates the year the individual became an officer of a fund in the Nuveen fund complex. 23 AUDIT COMMITTEE REPORT The audit committee of the Board is responsible for assisting the Board in monitoring (1) the accounting and reporting policies and procedures of the Funds, (2) the quality and integrity of the Fund's financial statements, (3) each Fund's compliance with regulatory requirements, and (4) the independence and performance of the Fund's independent and internal auditors. Among other responsibilities, the committee reviews, in its oversight capacity, each Fund's annual financial statements with both management and the independent auditors and the committee meets periodically with the independent and internal auditors to consider their evaluation of the Fund's financial and internal controls. The committee also selects, retains, evaluates and replaces each Fund's independent auditors and determines their compensation, subject to ratification of the Board, if required. The committee is currently composed of seven Board Members and operates under a written charter adopted and approved by the Board, a copy of which is attached as Appendix A. Each committee member is independent as defined by New York Stock Exchange and American Stock Exchange listing standards, as applicable. The committee, in discharging its duties, has met with and held discussions with management and each Fund's independent and internal auditors. The committee has reviewed and discussed the audited financial statements with management. Management has represented to the independent auditors that each Fund's financial statements were prepared in accordance with generally accepted accounting principles. The committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 (Communications with Audit Committees). Each Fund's independent auditors provided to the committee the written disclosure required by Independent Standards Board Standard No. 1 (Independent Discussions with Audit Committees), and the committee discussed with representatives of the independent auditors their firm's independence. As provided in the Audit Committee Charter, it is not the committee's responsibility to determine, and the considerations and discussions referenced above do not ensure, that each Fund's financial statements are complete and accurate and presented in accordance with generally accepted accounting principles. Based on the committee's review and discussions with management and the independent auditors, the representations of management and the report of the independent auditors to the committee, the committee has recommended that the Board include the audited financial statements in each Fund's Annual Report. The members of the committee are: William E. Bennett* Lawrence H. Brown Peter R. Sawers Judith M. Stockdale Robert P. Bremner Anne E. Impellizzeri William J. Schneider * Mr. Bennett was appointed to the Board and the audit committee of the NAC Funds on July 29, 2003. 24 AUDIT AND RELATED FEES AUDIT FEES. The aggregate fees billed by Ernst & Young LLP for professional services for the audit of each Fund's financial statements for its most recently completed fiscal year were as follows: ----- FINANCIAL

INFORMATION AUDIT SYSTEMS DESIGN AND ALL OTHER FUND FEES IMPLEMENTATION FEES FEES
 ----- California Value \$ 9,888 \$0 \$ 400
 California Performance 10,772 0 2,760 California Opportunity 8,671 0 2,738 California Investment 11,167 0 2,764
 California Select 15,395 0 2,808 California Quality 14,916 0 2,803 Insured California 7,838 0 2,729 Insured

Edgar Filing: ATHENAHEALTH INC - Form 8-K

California 2 10,426 0 2,756 California Premium 7,402 0 2,725 California Dividend 15,085 0 2,805 California Dividend 2 11,216 0 2,764 California Dividend 3 15,042 0 2,804 Insured California Dividend 11,633 0 2,769 Insured California Tax-Free 10,500 0 1,521 Insured Florida Tax-Free 8,400 0 1,514 Insured Florida Premium 11,506 0 2,768 Florida Investment 12,372 0 2,776 Florida Quality 11,396 0 2,766 New Jersey Dividend 7,784 0 2,729 New Jersey Dividend 2 6,957 0 2,720 New Jersey Investment 13,937 0 2,793 New Jersey Premium 10,390 0 2,756 Pennsylvania Dividend 6,479 0 2,715 Pennsylvania Dividend 2 6,653 0 2,717 Pennsylvania Premium 2 11,804 0 2,771 Pennsylvania Investment 12,254 0 2,775 -----

ALL NON-AUDIT FEES. The audit committee has generally considered whether the receipt of non-audit fees by Ernst & Young LLP from the Fund is compatible with maintaining Ernst & Young LLP's independence. 25 APPOINTMENT OF INDEPENDENT AUDITORS Each Board has appointed Ernst & Young LLP, independent public accountants, as independent auditors to audit the books and records of each Fund for its fiscal year. A representative of Ernst & Young LLP will be present at the meeting to make a statement, if such representative so desires, and to respond to shareholders' questions. Ernst & Young LLP has informed each Fund that it has no direct or indirect material financial interest in the Fund, Nuveen, the Adviser or any other investment company sponsored by Nuveen. SECTION 16(A) BENEFICIAL INTEREST REPORTING COMPLIANCE Section 30(h) of the 1940 Act and Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), require Board Members and officers, the investment adviser, affiliated persons of the investment adviser and persons who own more than 10% of a registered class of the Funds' equity securities to file forms reporting their affiliation with that Fund and reports of ownership and changes in ownership of that Fund's shares with the Securities and Exchange Commission (the "SEC") and the New York Stock Exchange or American Stock Exchange, as applicable. These persons and entities are required by SEC regulation to furnish the Funds with copies of all Section 16(a) forms they file. Based on a review of these forms furnished to each Fund, each Fund believes that the Fund's Board Members and officers, investment adviser and affiliated persons of the investment adviser have complied with all applicable Section 16(a) filing requirements during its last fiscal year except that with respect to New Jersey Dividend, New Jersey Dividend 2, Pennsylvania Dividend, Pennsylvania Dividend 2, California Dividend 3 and Insured California Dividend a late filing was made on Form 3 on behalf of NAC. To the knowledge of management of the Funds, no shareholder of a Fund owns more than 10% of a registered class of a Fund's equity securities. INFORMATION ABOUT THE ADVISER The Adviser, located at 333 West Wacker Drive, Chicago, Illinois 60606, serves as investment adviser and manager for each Fund. The Adviser is a wholly owned subsidiary of Nuveen Investments, Inc., 333 West Wacker Drive, Chicago, Illinois 60606. Nuveen Investments, Inc., is approximately 79% owned by The St. Paul Companies, Inc. ("St. Paul"). St. Paul is located at 385 Washington Street, St. Paul, Minnesota 55102, and is principally engaged in providing property-liability insurance through subsidiaries. SHAREHOLDER PROPOSALS To be considered for presentation at the Annual Meeting of shareholders of any of the Funds to be held in 2004, a shareholder proposal submitted pursuant to Rule 14a-8 of the 1934 Act must be received at the offices of that Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than June 23, 2004. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) of a proposal submitted outside of the process of Rule 14a-8 must submit such written notice to the Fund not later than September 6, 2004. Timely submission of a proposal does not mean that such proposal will be included in a proxy statement. 26 EXPENSES OF PROXY SOLICITATION The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement will be paid by the Funds pro rata based on the number of shareholder accounts. All other costs in connection with the solicitation of proxies, will also be paid by the Funds pro rata based on the number of shareholder accounts. Additional solicitation may be made by letter, telephone or telegraph by officers or employees of Nuveen or the Adviser, or by dealers and their representatives. FISCAL YEAR The last fiscal year end for each Fund except the California Funds was June 30, 2003. The last fiscal year end for the California Funds was August 31, 2003. ANNUAL REPORT DELIVERY Annual reports were sent to shareholders of record of each Fund following each Fund's fiscal year end. Each Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such written or oral requests should be directed to such Fund at 333 West Wacker Drive, Chicago, Illinois 60606 or by calling 1-800-257-8787. Please note that only one annual report or proxy statement may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders

should contact the applicable Fund at the address and phone number set forth above. GENERAL Management does not intend to present and does not have reason to believe that any other items of business will be presented at any Annual Meeting. However, if other matters are properly presented to the Annual Meeting for a vote, the proxies will be voted by the persons acting under the proxies upon such matters in accordance with their judgment of the best interests of the Fund. A list of shareholders entitled to be present and to vote at each Annual Meeting will be available at the offices of the Funds, 333 West Wacker Drive, Chicago, Illinois, for inspection by any shareholder during regular business hours beginning ten days prior to the date of that Annual Meeting. 27 Failure of a quorum to be present at any Annual Meeting will necessitate adjournment and will subject that Fund to additional expense. The persons named in the enclosed proxy may also move for an adjournment of any Annual Meeting to permit further solicitation of proxies with respect to the proposal if they determine that adjournment and further solicitation is reasonable and in the best interests of the shareholders. Under each Fund's By-Laws, an adjournment of a meeting requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting. IF YOU CANNOT BE PRESENT AT THE MEETING, YOU ARE REQUESTED TO FILL IN, SIGN AND RETURN THE ENCLOSED PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. Jessica R. Droeger Vice President and Secretary October 21, 2003 28 APPENDIX A NUVEEN MANAGEMENT INVESTMENT COMPANIES AUDIT COMMITTEES CHARTER Revised May, 2003 ORGANIZATION AND MEMBERSHIP There shall be a committee of each Board of Directors/Trustees of the Nuveen Management Investment Companies (the "Funds") to be known as the Audit Committee. The Audit Committee shall be composed of at least three Directors/Trustees. Audit Committee members shall be independent of the Funds and free of any relationship that, in the opinion of the Directors/Trustees, would interfere with their exercise of independent judgment as a Committee member. In particular, each member must meet the independence and experience requirements of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission (the "Commission"). Each such member of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one such member shall have accounting or related financial management expertise, in each case as determined by the Directors/Trustees, exercising their business judgment (this person may also be the Committee's "financial expert"). The Board shall appoint the members of the Audit Committee, on the recommendation of the Governance Committee. STATEMENT OF POLICY The Audit Committee shall assist the Board in monitoring (1) the accounting and reporting policies and practices of the Management Investment Companies (hereafter referred to as "Funds" or individually "Fund"), (2) the quality and integrity of the financial statements of the Funds, (3) the Funds' compliance with legal and regulatory requirements and (4) the independent auditors' qualifications and independence, and the performance of the internal audit function and independent auditors. In doing so, the Audit Committee shall seek to maintain free and open means of communication among the Directors/Trustees, the independent auditors, the internal auditors and the management of Nuveen. The Audit Committee shall meet periodically with Nuveen management, the Funds' internal auditor, and the Funds' independent auditors, in separate executive sessions. The Audit Committee shall have the authority and resources in its discretion to retain special legal, accounting or other consultants to advise the Committee. The Audit Committee may request any officer or employee of Nuveen Investments, Inc. (or its affiliates) or the Funds' independent auditors or outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Funds' independent auditors and internal auditors shall have unrestricted accessibility at any time to Committee members. A-1 RESPONSIBILITIES Fund management has the primary responsibility to establish and maintain systems for accounting, reporting and internal control. The independent auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. The independent auditors are ultimately accountable to the Board and Audit Committee. It is the ultimate responsibility of the Audit Committee to select, retain, evaluate and replace the independent auditors and to determine their compensation, subject to ratification of the Board, if required. In carrying out its responsibilities the Audit Committee believes its policies and procedures should remain flexible, in order to react to changing conditions and requirements applicable to the Funds. The Audit Committee is responsible for the following: Fund Financial Statements: 1. Reviewing the annual audited financial statements with Fund management and the independent auditors including major issues regarding accounting and auditing principles and practices, and the Funds' disclosures in its periodic reports under "Management's Discussion and Analysis." 2. Requiring the independent auditors to deliver to the

Chairman of the Committee a timely report on any issues relating to the significant accounting policies, management judgments and accounting estimates or other matters that would need to be communicated under Statement on Auditing Standards (SAS) No. 90, Audit Committee Communications (which amended SAS No. 61, Communication with Audit Committees), that arise during the auditors' review of the Funds' financial statements, which information the Chairman shall further communicate to the other members of the Committee, as deemed necessary or appropriate in the Chairman's judgment. 3. Discussing with management the Funds' press releases regarding dividends, as well as financial information and guidance provided to analysts and rating agencies. This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The Chairman of the Audit Committee shall be authorized to have these discussions with management on behalf of the Audit Committee. 4. Discussing with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Funds' financial statements, including any significant changes in the Funds' selection or application of accounting principles and any major issues as to the adequacy of the Funds' internal controls and any special audit steps adopted in light of control deficiencies. 5. Discussing with management and the independent auditors the effect of regulatory and accounting initiatives on the Funds' financial statements. A-2 6. Reviewing and discussing reports from the independent auditors regarding (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences. 7. Discussing with management the Funds' major financial risk exposures and the steps management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies. 8. Reviewing disclosures made to the Audit Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls. With respect to the independent auditors: 1. Appointing or replacing the independent auditors, subject, if applicable, only to Board and shareholder ratification; and compensating and overseeing the work of the independent auditor (including the resolution of disagreements between management and the independent auditor regarding financial reporting), who shall report directly to the Audit Committee, for the purpose of preparing or issuing an audit report or related work. 2. Meeting with the independent auditors and Fund management to review the scope, fees, audit plans and staffing for the audit, for the current year. At the conclusion of the audit, reviewing such audit results, including the independent auditors' evaluation of the Funds' financial and internal controls, any comments or recommendations of the independent auditors, any audit problems or difficulties and management's response, any significant changes required from the originally planned audit programs and any adjustments to such statements recommended by the auditors. 3. Pre-approving all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Funds by their independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10A of the Exchange Act that the Audit Committee approves prior to the completion of the audit. The Chairman of the Audit Committee shall be authorized to give pre-approvals of such non-audit services on behalf of the Audit Committee. 4. Obtaining and reviewing a report from the independent auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Funds) regarding (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an A-3 inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and the Funds and their affiliates; and evaluating the qualifications, performance and independence of the independent auditor, including their membership in the SEC practice section of the AICPA and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of management and the internal auditors, and discussing such reports with the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board. 5. Reviewing any reports from the independent auditors mandated by Section 10A(b) of the Exchange Act regarding any illegal act detected by the independent auditor (whether or not perceived to have a material effect on the Funds'

financial statements) and obtaining from the independent auditors any information about illegal acts in accordance with Section 10A(b). 6. Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and further considering the rotation of the independent auditor firm itself. 7. Recommending to the Board of Directors policies for the Funds' or the Adviser's hiring of employees or former employees of the independent auditor who participated in the audit of the Funds. With respect to any internal auditor: 1. Reviewing the internal audit function as it relates to the Funds including the proposed programs for the coming year. It is not the obligation or responsibility of the Audit Committee to confirm the independence of any Nuveen internal auditors performing services relating to the Funds or to approve any termination or replacement of the Nuveen Manager of Internal Audit. 2. Receiving a summary of findings from any completed internal audits pertaining to the Funds and a progress report on the proposed internal audit plan for the Funds, with explanations for significant deviations from the original plan. Other responsibilities: 1. Reviewing with the Funds' and the Adviser's counsel legal matters that may have a material impact on the Fund's financial statements or compliance policies. 2. Receiving and reviewing periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds. 3. Reviewing with the independent auditors, with any internal auditor and with Fund management, the adequacy and effectiveness of the accounting and financial controls of the Funds, and eliciting any recommendations for the A-4 improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions or procedures that might be deemed illegal or otherwise improper. 4. Reviewing the reports of examinations by regulatory authorities. 5. Discussing with management and the independent auditor any correspondence with regulators or governmental agencies that raises material issues regarding the Funds' financial statements or accounting policies. 6. Obtaining reports from management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations. 7. Reporting to the Directors/Trustees on the results of the activities of the Committee. 8. Performing any special reviews, investigations or oversight responsibilities requested by the Directors/Trustees. 9. Preparing any report required by the rules of the SEC to be included in a proxy statement for a fund. 10. Reviewing and reassessing annually the adequacy of this charter and recommending to the Board of Directors/Trustees approval of any proposed changes deemed necessary or advisable by the Committee. Although the Audit Committee shall have the authority and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to ensure compliance with laws and regulations.

A-5 [NUVEEN INVESTMENTS LOGO] Nuveen Investments 333 West Wacker Drive Chicago, IL 60606-1286 (800) 257-8787 www.nuveen.com NCA 1103 (NUVEEN LOGO) NUVEEN INVESTMENTS Nuveen Investments 333 West Wacker Dr. Chicago www.nuveen.com NAC Closed-End Funds California Municipal Value Fund, Inc. Common Stock 3 EASY WAYS TO VOTE YOUR PROXY 1. Automated Touch Tone Voting: Call toll-free 1-800-690-6903 and use the control number shown. 2. On the internet at www.proxyweb.com, enter the control number shown and follow the simple instructions. 3. Sign, Date and Return this proxy card using the enclosed postage-paid envelope, to Proxy Tabulator, PO Box 9122, Hingham, MA 02043. **** CONTROL NUMBER: 999 999 999 99 98 **** THIS PROXY IS SOLICITED BY THE BOARD OF CALIFORNIA MUNICIPAL VALUE FUND, INC. FOR AN ANNUAL MEETING OF SHAREHOLDERS, NOVEMBER 17, 2003. The Annual Meeting of shareholders will be held Monday, November 17, 2003 at 10:00 a.m. Central Time, in the 31st floor conference room of Nuveen Investments, Inc., 333 West Wacker Drive, Chicago, Illinois. At this meeting, you will be asked to vote on the proposal described in the proxy statement attached. The undersigned hereby appoints Timothy R. Schwertfeger, Jessica R. Droege and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on November 17, 2003 or any adjournment or adjournments thereof. WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE (800) 690-6903 OR OVER THE INTERNET (www.proxyweb.com). Date: _____ SIGN HERE EXACTLY AS NAME(S) APPEAR(S) ON LEFT. (Please sign in Box)

----- NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY, IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. PROPERLY EXECUTED PROXIES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES WILL BE VOTED "FOR" THE ELECTION OF NOMINEES TO THE BOARD. Please fill in box(es) as shown using black or blue ink or number 2 pencil. [X] PLEASE DO NOT USE FINE POINT PENS. 1. Election of Board Members: Class III: (01) Robert P. Bremner (03) Judith M. Stockdale FOR NOMINEES WITHHOLD (02) William J. Schneider (04) Jack B. Evans listed at left AUTHORITY (except as marked to vote for all Class II: to the contrary) nominees listed [] at left (05) William E. Bennett [] (06) Thomas E. Leafstrand Class I (07) William L. Kissick (08) Shelia W. Wellington (INSTRUCTION: To withhold authority to vote for any individual Nominee(s), write the number(s) of the nominee(s) on the line provided below.) -----