

ATHENAHEALTH INC
Form 3
September 19, 2007

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 *
Â CARDINAL HEALTH
PARTNERS LP

(Last) (First) (Middle)

C/O CARDINAL
PARTNERS,Â 600
ALEXANDER PARK, SUITE
204

(Street)

PRINCETON,Â NJÂ 08540

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
09/19/2007

3. Issuer Name and Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|-------------------|
| Series C preferred stock | Â (1) | Â (2) | Common Stock | 1,915,246 | \$ (1) | I | See Footnote. (3) |
| Series D preferred stock | Â (1) | Â (2) | Common Stock | 1,450,944 | \$ (1) | I | See Footnote. (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARDINAL HEALTH PARTNERS LP C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| Cardinal Health Partners Management, L.L.C C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| Park John Joseph C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| CHP II LP C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08450 | Â | Â X | Â | Â |
| CLARKE JOHN K C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| Tatum Lisa Skeete C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| CHP II Management, LLC C/O CARDINAL PARTNERS 600 ALEXANDER PARK, SUITE 204 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |

Signatures

/s/ Christopher E. Nolin Attorney-in-Fact for all Reporting
Persons

09/19/2007

__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) These shares will automatically convert into common stock on a one-for-one basis upon the closing of the Issuer's initial public offering of common stock.
- (2) The preferred stock has no expiration date.

Cardinal Health Partners, L.P. is the record holder of the securities. As the general partner of Cardinal Health Partners, L.P., Cardinal Health Partners Management, L.L.C. may be deemed a beneficial owner of the securities. In their capacities as managing members of
- (3) Cardinal Health Partners Management, L.L.C., each of John K. Clarke, Brandon H. Hull, Lisa Skeete Tatum and John J. Park may be deemed to be beneficial owners of the securities. Each Joint Filer, other than Cardinal Health Partners, L.P., expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.

CHP II, L.P. is the record holder of the securities. As the general partner of CHP II, L.P., CHP II Management, L.L.C. may be deemed a
- (4) beneficial owner of the securities. In their capacities as managing members of CHP II Management, L.L.C., each of John K. Clarke, Brandon H. Hull, Lisa Skeete Tatum and John J. Park may be deemed to be beneficial owners of the securities. Each Joint Filer, other than CHP II, L.P., expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.

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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