

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ROBERTS BRYAN E</p> <p>(Last) (First) (Middle)</p> <p>C/O VENROCK ASSOCIATES,Â 2494 SAND HILL ROAD, SUITE 200</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/19/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ATHENAHEALTH INC [ATHN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	34,850	\$ (1)	I	See Footnote. (3)
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	50,150	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	870,352	\$ (1)	I	See Footnote. (3)
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,252,382	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	111,720	\$ (1)	I	See Footnote. (5)
Series D preferred stock	Â (1)	Â (2)	Common Stock	571,091	\$ (1)	I	See Footnote. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	821,815	\$ (1)	I	See Footnote. (4)
Series D preferred stock	Â (1)	Â (2)	Common Stock	58,038	\$ (1)	I	See Footnote. (5)
Series E preferred stock	Â (1)	Â (2)	Common Stock	71,596	\$ (1)	I	See Footnote. (3)
Series E preferred stock	Â (1)	Â (2)	Common Stock	103,030	\$ (1)	I	See Footnote. (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS BRYAN E C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

/s/ Bryan E. Roberts 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.

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- (2) The preferred stock has no expiration date.
- (3) Securities held of record by Venrock Associates, a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Securities held of record by Venrock Associates II, L.P., a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Securities held of record by Venrock Entrepreneurs Fund, L.P., a limited partnership of which Venrock Management, LLC is the general partner. Mr. Roberts is a member of Venrock Management, LLC. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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