

ATHENAHEALTH INC  
Form 10-Q  
April 18, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-33689  
athenahealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

04-3387530

(I.R.S. Employer  
Identification No.)

311 Arsenal Street,  
Watertown, Massachusetts  
(Address of principal executive offices)  
617-402-1000

02472

(Zip Code)

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

At April 16, 2014, the registrant had 37,841,937 shares of common stock, par value \$0.01 per share, outstanding.

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## PART I - FINANCIAL INFORMATION

## Item 1. Condensed Consolidated Financial Statements (unaudited)

athenahealth, Inc.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited, amounts in thousands, except per-share amounts)

	March 31, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$51,263	\$65,002
Marketable securities	74,270	—
Accounts receivable, net	87,018	87,343
Restricted cash	194	3,000
Deferred tax assets	123	6,118
Prepaid expenses and other current assets	18,531	17,194
Total current assets	231,399	178,657
Property and equipment, net	212,338	213,018
Capitalized software costs, net	35,625	29,987
Purchased intangible assets, net	161,172	168,364
Goodwill	198,049	198,049
Investments and other assets	8,229	8,321
Total assets	\$846,812	\$796,396
Liabilities & Stockholders' Equity		
Current liabilities:		
Accounts payable	\$8,517	\$3,930
Accrued compensation	33,087	44,444
Accrued expenses	27,328	24,380
Line of credit	35,000	35,000
Long-term debt	15,000	15,000
Deferred revenue	28,843	27,002
Deferred tax liability	13,933	—
Total current liabilities	161,708	149,756
Deferred rent, net of current portion	1,829	1,478
Long-term debt, net of current portion	170,000	173,750
Deferred revenue, net of current portion	52,586	53,172
Long-term deferred tax liability, net	24,430	21,421
Other long-term liabilities	6,861	5,511
Total liabilities	417,414	405,088
Commitments and contingencies (Note 6)		
Stockholders' equity:		
Preferred stock, \$0.01 par value: 5,000 shares authorized; no shares issued and outstanding at March 31, 2014 and December 31, 2013, respectively	—	—
Common stock, \$0.01 par value: 125,000 shares authorized; 38,993 shares issued and 37,715 shares outstanding at March 31, 2014; 38,600 shares issued and 37,322 shares outstanding at December 31, 2013	390	387
Additional paid-in capital	381,358	380,967
Treasury stock, at cost, 1,278 shares	(1,200	) (1,200

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Accumulated other comprehensive income (loss)	45,305	(446	)
Retained earnings	3,545	11,600	
Total stockholders' equity	429,398	391,308	
Total liabilities and stockholders' equity	\$846,812	\$796,396	

The accompanying notes are an integral part of these condensed consolidated financial statements.

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athenahealth, Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited, amounts in thousands, except per-share amounts)

	Three Months Ended March 31,		
	2014	2013	
Revenue:			
Business services	\$ 154,502	\$ 121,463	
Implementation and other	8,533	4,133	
Total revenue	163,035	125,596	
Expense:			
Direct operating	72,148	53,185	
Selling and marketing	43,227	32,922	
Research and development	15,155	11,944	
General and administrative	29,357	31,077	
Depreciation and amortization	14,249	8,341	
Total expense	174,136	137,469	
Operating loss	(11,101	) (11,873	)
Other (expense) income:			
Interest expense	(1,265	) (164	)
Other (expense) income	(171	) 54	)
Total other expense	(1,436	) (110	)
Loss before income tax benefit	(12,537	) (11,983	)
Income tax benefit	4,482	12,683	
Net (loss) income	\$(8,055	) \$700	)
Net (loss) income per share – Basic	\$(0.21	) \$0.02	)
Net (loss) income per share – Diluted	\$(0.21	) \$0.02	)
Weighted average shares used in computing net (loss) income per share:			
Basic	37,484	36,409	
Diluted	37,484	37,744	

The accompanying notes are an integral part of these condensed consolidated financial statements.

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## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited, amounts in thousands)

	Three Months Ended March 31,	
	2014	2013
Net (loss) income	\$(8,055	) \$700
Other comprehensive income (loss)		
Unrealized gain (loss) on securities, net of tax of \$27,534 and \$0 for the three months ended March 31, 2014 and 2013, respectively	45,636	(20 )
Unrealized loss on interest rate derivative, net of tax of \$8 and \$0 for the three months ended March 31, 2014 and 2013, respectively	12	—
Foreign currency translation adjustment	103	(36 )
Total other comprehensive income (loss)	45,751	(56 )
Comprehensive income	\$37,696	\$644

The accompanying notes are an integral part of these condensed consolidated financial statements.

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athenahealth, Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, amounts in thousands)

	Three Months Ended March 31,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss) income	\$(8,055	) \$700
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:		
Depreciation and amortization	21,459	10,138
Amortization of premium on investments	—	84
Deferred income tax	(4,605	) (12,745
Stock-based compensation expense	12,351	13,658
Other reconciling adjustments	171	(6
Changes in operating assets and liabilities:		
Accounts receivable, net	325	(7,512
Prepaid expenses and other current assets	(1,627	) (2,260
Other long-term assets	(945	) 73
Accounts payable	3,913	1,985
Accrued expenses	2,951	4,199
Accrued compensation	(13,529	) (15,640
Deferred revenue	1,255	2,095
Deferred rent	402	(309
Net cash provided by (used in) operating activities	14,066	(5,540
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capitalized software development costs	(11,057	) (4,799
Purchases of property and equipment	(5,325	) (11,003
Proceeds from sales and maturities of investments	—	56,245
Payments on acquisitions, net of cash acquired	—	(242,836
Change in restricted cash	2,806	—
Net cash used in investing activities	(13,576	) (202,393
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock under stock plans and warrants	9,000	8,945
Taxes paid related to net share settlement of stock awards	(19,464	) (7,199
Proceeds from line of credit	—	105,000
Payments on long-term debt	(3,750	) —
Net settlement of acquired company's board of directors equity shares	—	(5,806
Debt issuance costs	—	(275
Net cash (used in) provided by financing activities	(14,214	) 100,665
Effects of exchange rate changes on cash and cash equivalents	(15	) 87
Net decrease in cash and cash equivalents	(13,739	) (107,181
Cash and cash equivalents at beginning of period	65,002	154,988
Cash and cash equivalents at end of period	\$51,263	\$47,807
Non-cash transactions		
Property, equipment and purchased software recorded in accounts payable and accrued expenses	\$3,753	\$890
Fair value of equity awards assumed	\$—	\$13,028
	\$2,209	\$—

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Taxes to be paid related to net share settlement of stock units in accrued compensation

Additional disclosures

Cash paid for interest	\$1,474	\$—
Cash (refunded) paid for taxes	\$(761	) \$30

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, amounts in thousands, except per-share amounts)

1. BASIS OF PRESENTATION

General – The accompanying unaudited condensed consolidated financial statements have been prepared by athenahealth, Inc. (the “Company” or “we”) in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting and as required by Regulation S-X, Rule 10-01. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of the Company’s management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of March 31, 2014 and the results of operations and cash flows for the three month periods ended March 31, 2014 and 2013. The results of operations for the three month period ended March 31, 2014 are not necessarily indicative of the results to be expected for the full year. When preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates, and such differences could be material.

We consider events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through the date of issuance of these financial statements.

Interim Tax Estimate – Because a relatively small change in our projected pre-tax net income (loss) could result in a volatile effective tax rate, we have used a discrete tax approach in calculating the tax benefit for the three months ended March 31, 2014. Under the discrete method, we determine our tax (expense) benefit based upon actual results as if the interim period was an annual period.

Related Party Transaction – During the year ended December 31, 2013, we made a long-term investment in a vendor. The total expense for the three months ended March 31, 2014 was \$1.3 million and the total amount payable at March 31, 2014 and December 31, 2013 was \$0.6 million and \$0.4 million, respectively.

Business Combinations – On May 10, 2013, we completed the acquisition of the real estate commonly known as the Arsenal on the Charles, located in Watertown, Massachusetts. The fair value of the consideration paid was \$167.3 million, which was based on management’s estimates and assumptions based on the information that was available as of the date of the acquisition. Certain items, such as the working capital adjustments to the purchase price, were subject to change as additional information was received about facts and circumstances that existed at the date of acquisition. During the three months ended March 31, 2014, we finalized this valuation.

2. NET (LOSS) INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income by the weighted average number of common shares outstanding and potentially dilutive securities outstanding during the period under the treasury stock method. Potentially dilutive securities include stock options, stock units, and shares to be purchased under the employee stock purchase plan. Under the treasury stock method, dilutive securities are assumed to be exercised at the beginning of the periods and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Securities are excluded from the computations of diluted net income per share if their effect would be anti-dilutive to earnings per share.

The following table reconciles the weighted average shares outstanding for basic and diluted net income per share for the periods indicated:

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## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, amounts in thousands, except per-share amounts)

	Three Months Ended March 31,	
	2014	2013
Net (loss) income	\$(8,055)	) \$700
Weighted average shares used in computing basic net (loss) income per share	37,484	36,409
Net (loss) income per share – basic	\$(0.21)	) \$0.02
Net (loss) income	\$(8,055)	) \$700
Weighted average shares used in computing basic net (loss) income per share	37,484	36,409
Effect of dilutive securities	—	1,335
Weighted average shares used in computing diluted net (loss) income per share	37,484	37,744
Net (loss) income per share – diluted	\$(0.21)	) \$0.02

The computation of diluted net income per share excludes 0.8 million of stock options and stock units for the three months ended March 31, 2013 because their inclusion would have an anti-dilutive effect on net income per share.

**3. FAIR VALUE OF FINANCIAL INSTRUMENTS**

As of March 31, 2014 and December 31, 2013, the carrying amounts of cash and cash equivalents, restricted cash, receivables, accounts payable and accrued expenses approximated their estimated fair values because of the short-term nature of these financial instruments. Included in cash and cash equivalents as of March 31, 2014 and December 31, 2013 are money market fund investments of less than \$0.1 million, which are reported at fair value. As of March 31, 2014, we had \$185.0 million outstanding on our term loan facility and \$35.0 million outstanding on our revolving credit facility. As of December 31, 2013, we had \$188.8 million outstanding on our term loan facility and \$35.0 million outstanding on our revolving credit facility. The carrying amounts for these facilities approximate their fair values due to the nature of variable rate instruments which use current market rates.

We previously invested a total of \$1.1 million in a privately-held entity, Castlight Health, Inc. (“Castlight”), a leading provider of cloud-based software that enables enterprises to control health care costs. This investment was initially recorded and subsequently carried at cost through December 31, 2013. On March 14, 2014, an initial public offering (“IPO”) of shares of Castlight’s Class B common stock was made available for sale on the New York Stock Exchange under the symbol “CSLT.” As a result of the IPO, we classified this investment as “available-for-sale” and marked the shares we hold to market based on quoted market prices as of March 31, 2014. Although the investment is classified as available-for-sale, we are prohibited from selling the investment for 180 days subsequent to the IPO. As of March 31, 2014, the aggregate fair value of the investment was \$74.3 million and is recorded in the Marketable securities line on the Condensed Consolidated Balance Sheet. The unrealized gain on investment of \$45.6 million is included in other comprehensive income, net of a \$27.5 million short-term deferred tax liability.

Our interest rate swap agreement was designed to manage exposure to interest rates on our variable rate indebtedness. We recognize all derivatives on the Condensed Consolidated Balance Sheet at fair value. For the three months ended March 31, 2014, no amount was recognized in earnings for our interest rate swap. We do not expect that any of the approximately \$0.2 million of net pre-tax derivative losses included in accumulated other comprehensive income (loss) at March 31, 2014 will be reclassified into earnings within the next 12 months. This amount will vary due to fluctuations in interest rates. There was no ineffectiveness associated with the interest rate swap during the three months ended March 31, 2014, nor was any amount excluded from ineffectiveness testing. We are exposed to credit loss in the event of non-performance by the swap counter party.

The following table presents information about our financial assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2014 and December 31, 2013, and indicates the fair value hierarchy of the valuation techniques we utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities, and fair values determined by Level 2 inputs

utilize quoted prices (unadjusted) in inactive markets for identical assets or liabilities obtained from readily available pricing sources for similar instruments. The fair values determined by Level 3 inputs are unobservable values which are supported by little or no market activity.

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## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, amounts in thousands, except per-share amounts)

	Fair Value Measurements as of March 31, 2014, Using			Total
	Level 1	Level 2	Level 3	
Cash and cash equivalents:				
Money market	\$30	\$—	\$—	\$30
Available-for-sale investments:				
Marketable equity securities	74,270	—	—	74,270
Total assets	\$74,300	\$—	\$—	\$74,300
Interest rate swap liability <sup>(a)</sup>	\$—	\$(334)	\$—	\$(334)
Total liabilities	\$—	\$(334)	\$—	\$(334)
	Fair Value Measurements as of December 31, 2013, Using			Total
	Level 1	Level 2	Level 3	
Cash and cash equivalents:				
Money market	\$26	\$—	\$—	\$26
Total assets	\$26	\$—	\$—	\$26
Interest rate swap liability <sup>(a)</sup>	\$—	\$(354)	\$—	\$(354)
Total liabilities	\$—	\$(354)	\$—	\$(354)

<sup>(a)</sup> Recorded in other long-term liabilities on the Condensed Consolidated Balance Sheets.

Money market funds and marketable equity securities are valued using a market approach based upon the quoted market prices of identical instruments when available or other observable inputs such as trading prices of identical instruments in inactive markets or similar securities. It is our policy to recognize transfers between levels of the fair value hierarchy, if any, at the end of the reporting period; however, there have been no such transfers during any periods presented.

The estimated fair value of our interest rate swap agreement with a certain financial institution at March 31, 2014 was \$0.3 million, based on inputs other than quoted prices that are observable for the interest rate swap (Level 2). Inputs include preset value of fixed and projected floating rate cash flows over term of the swap contract.

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## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, amounts in thousands, except per-share amounts)

## 4. INVESTMENTS

We had the following available-for-sale securities at March 31, 2014:

	Cost	Gross Unrealized Gain	Fair Value
Marketable equity securities	\$1,100	\$73,170	\$74,270

As of December 31, 2013, we had no available-for-sale securities.

## 5. OPERATING LEASES

Future minimum lease payments under non-cancelable operating leases as of March 31, 2014 are as follows:

Year ending December 31,	Future Rent Payments
Remaining 2014	\$5,344
2015	8,551
2016	10,563
2017	11,139
2018	11,455
Thereafter	91,784
	\$138,836

## 6. COMMITMENTS AND CONTINGENCIES

We are engaged from time to time in certain legal disputes arising in the ordinary course of business, including employment discrimination claims and challenges to our intellectual property. We believe that we have adequate legal defenses and that the likelihood of a loss contingency relating to the ultimate dispositions of any of these disputes is remote. When the likelihood of a loss contingency becomes at least reasonably possible with respect to any of these disputes, or, as applicable in the future, if there is at least a reasonable possibility that a loss exceeding amounts already recognized may have been incurred, we will revise our disclosures in accordance with the relevant authoritative guidance.

Additionally, we will accrue a liability for loss contingencies when we believe that it is both probable that a liability has been incurred and that we can reasonably estimate the amount of the loss. We will review these accruals and adjust them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel, and other relevant information. To the extent new information is obtained, and our views on the probable outcomes of claims, suits, assessments, investigations, or legal proceedings change, changes in our accrued liabilities would be recorded in the period in which such determination is made.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q are forward-looking statements, including those regarding the increased levels of automation of our services; option exercise activity; increased investments in our office space; evaluation and integration of Epocrates; expanded sales and marketing efforts; changes in expenses related to operations, selling, marketing, research and development, general and administrative matters, and depreciation and amortization; liquidity issues; and the expected performance period and estimated term of our client relationships, as well as more general statements regarding our expectations for future financial and operational performance, product and service offerings, regulatory environment, and market trends. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue;” the negative of these terms; or other comparable terminology.

Forward-looking statements in this Item 2 include, without limitation, statements reflecting management’s expectations for future financial performance and operating expenditures, expected growth, profitability and business outlook, increased research and development and sales and marketing expenses, increased cross-selling efforts among our service offerings, expected client implementations, and research and development for service offerings.

Forward-looking statements are only current predictions and are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from those anticipated by such statements. These factors include, among other things, those set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, under the heading Part I, Item 1A, “Risk Factors” and any set forth below in this Quarterly Report on Form 10-Q under Part II, Item 1A, “Risk Factors.”

Although we believe that the expectations reflected in the forward-looking statements contained in this Quarterly Report on Form 10-Q are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Except as required by law, we are under no duty to update or revise any of such forward-looking statements, whether as a result of new information, future events, or otherwise, after the date of this Quarterly Report on Form 10-Q.

Overview

athenahealth provides cloud-based business services that help medical caregivers achieve and sustain financial health by collecting more revenue and greatly reducing their administrative work burden. These services are designed to minimize the hassles that caregivers and their staff face from complex billing rules, quality measurement and reporting, clinical documentation and data exchange, patient communication and referrals, and many related tasks that can take attention away from delivering care. Our services are delivered and consumed through a single instance of our cloud-based platform, athenaNet, through which we continuously update and improve our services. Regular updates to athenaNet are free and automatic for everyone on the network. As a web-based platform, athenaNet can be quickly implemented by our staff, with low upfront costs to clients.

The services provided through our single-instance cloud are offered as a suite of four seamlessly integrated services: athenaCollector for revenue cycle and practice management, athenaClinicals for electronic health record management, athenaCommunicator for patient communication management, and athenaCoordinator for care coordination and financial and quality management.

Each service is supported by a model comprised of three distinct but interconnected components: cloud-based software (“Software”), networked knowledge (“Knowledge”), and back-office work (“Work”). The cloud-based software is provided at no extra charge to users but is the primary conduit through which we exchange information between clients, insurance payers, and our staff of experts. Knowledge is infused into each service via our rules engine as we work with clients, insurance payers, and other partners to codify rules associated with reimbursement, clinical quality measures, and other factors related to our clients’ performance, making the network “smarter” and more powerful for all clients. The network’s shared knowledge and transparency also allows clients to monitor and benchmark their performance against those of other practices across the network. The third component to each service is the Work that we perform on behalf of our clients. Wherever possible, we replace manual processes with automation, but where automation is not possible, we perform the work on our clients’ behalf. These services range from receiving, scanning, and delivering incoming faxes to tracking claims with insurance payers. This unique service model of Software,

Knowledge, and Work is the core of our aligned success model. We charge clients a percentage of collections, in most cases, connecting our financial results directly to that of our clients and our ability to drive revenue to medical practices.

We also provide clients in the health care industry (e.g., pharmaceutical companies, managed care companies, and market research firms) the opportunity to sponsor clinical information and decision support services in order to engage with Epocrates' member network, and offer the sale of subscriptions to Epocrates' premium drug and clinical reference tools to health care professionals.

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For the three months ended March 31, 2014, we generated revenue of \$163.0 million from the sale of our services compared to \$125.6 million for the three months ended March 31, 2013. Given the scope of our market opportunity, we have increased our spending each year on growth, innovation, and infrastructure.

Our revenue is predominately derived from athenahealth-branded business services, which exclude revenue from Epocrates-branded services and third-party tenant revenue, that we provide on an ongoing basis. Revenue from business services associated with our four integrated services is generally determined as a percentage of payments collected by us on behalf of our clients, so the key drivers of such revenue include growth in the number of physicians and other medical providers working within our client accounts, the collections of these physicians, and the number of services purchased. To provide these services, we incur expenses in several categories, including direct operating, selling and marketing, research and development, general and administrative, and depreciation and amortization expense. In general, our direct operating expense increases as our volume of work increases, whereas our selling and marketing expense increases in proportion to our intended growth rate of adding new accounts to our network of physician clients. Our other expense categories are less directly related to growth of revenues and relate more to our planning for the future, our overall business management activities, and our infrastructure. We manage our cash and our use of credit facilities to ensure adequate liquidity and to ensure adherence to related financial covenants.

### Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). In connection with the preparation of our condensed consolidated financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. We base our assumptions, estimates, and judgments on historical experience, current trends, and other factors we believe to be relevant at the time we prepare our condensed consolidated financial statements. The accounting estimates used in the preparation of our condensed consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained, and as our operating environment changes. On a regular basis, we review the accounting policies, assumptions, and evaluate and update our assumptions, estimates, and judgments to ensure that our condensed consolidated financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Critical accounting policies are those policies that affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements. For a more detailed discussion of our critical accounting policies, please refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Securities and Exchange Commission on February 7, 2014.

### Financial Operations Overview

Revenue. We derive our revenue from two sources: business services, and implementation and other services. Business services includes revenue from our revenue cycle and practice management service (athenaCollector); electronic health record management service (athenaClinicals); patient communication management service (athenaCommunicator); care coordination and financial and quality management service (athenaCoordinator); and subscriptions, sponsored clinical information, and decision support services for our point of care clinical application (Epocrates). Business services accounted for approximately 95% and 97% of our total revenues for the three months ended March 31, 2014 and 2013, respectively. Business services revenue for athenahealth-branded services is typically 2% to 8% of a practice’s total collections depending upon the services purchased, the size, complexity, and other characteristics of the practice, plus a per statement charge for billing statements that are generated for patients. Accordingly, business services revenue is largely driven by: the number of physician practices and other service providers we serve, the number of physicians and other medical providers working in those physician practices, the volume of activity and related collections of those physicians, the mix of our services used by those physician practices and other medical providers, and our contracted rates. There is moderate seasonality in the activity level of physician practices. Typically, discretionary use of physician services declines in the late summer and during the

holiday season, which leads to a decline in collections by our physician clients about 30 to 50 days later. Additionally, the volume of activity and related collections vary from year to year based in large part on the severity, length and timing of the onset of the flu season. While we believe that the severity, length and timing of the onset of the cold and flu season will continue to impact collections by our physician clients, there can be no assurance that our future sales of these services will necessarily follow historical patterns.

Implementation and other services revenue consists primarily of professional services fees related to assisting clients with the initial implementation of our services, as well as third-party tenant revenue. Implementation and other services revenue is largely driven by the increase in the volume of our new business. As a result, we expect implementation and other services revenue to increase in absolute terms for the foreseeable future but to remain relatively consistent as a percentage of total

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revenue. None of our clients accounted for more than 10% of our total revenues for the three months ended March 31, 2014 and 2013.

**Direct Operating Expense.** Direct operating expense consists primarily of personnel-related expense (including stock-based compensation) related to personnel who provide services, including implementation to clients, and claim processing costs. We expense implementation costs as incurred. We include in direct operating expense all service costs incurred to fulfill our customer contracts. We expect to increase our overall level of automation as we become a larger operation, with higher volumes of work in particular functions, geographies, and medical specialties. Although we expect that direct operating expense will increase in absolute terms for the foreseeable future, direct operating expense is expected to decline as a percentage of revenue as we increase automation. Direct operating expense also includes costs associated with third-party tenant revenue. Direct operating expense does not include allocated amounts for rent expense, depreciation, and amortization, except for amortization related to certain purchased intangible assets.

**Selling and Marketing Expense.** Selling and marketing expense consists primarily of personnel-related expense for sales and marketing employees (including stock-based compensation) and marketing programs (including trade shows, brand messaging, and online initiatives). Although we recognize substantially all of our revenue when services have been delivered, we recognize a large portion of our sales commission expense at the time of contract signature and at the time our services commence. Accordingly, we incur a portion of our sales and marketing expense prior to the recognition of the corresponding revenue. We have increased our sales and marketing expenses from year to year and we expect to continue to increase our investment in sales and marketing by hiring additional direct sales personnel and support personnel to add new clients and increase sales to our existing clients and to expand awareness through paid search and other similar initiatives. We also plan to expand our marketing activities, such as attending trade shows, expanding user groups, and creating new printed materials. As a result, we expect that, in the near-term, sales and marketing expense will increase in line with revenue growth. Sales and marketing expense does not include allocated amounts for rent, occupancy and other indirect costs (including building maintenance and utilities), depreciation, and amortization, except for amortization related to certain purchased intangible assets.

**Research and Development Expense.** Research and development expense consists primarily of personnel-related expenses for research and development employees (including stock-based compensation) and consulting fees for third-party developers. We expect that, in the near-term, research and development expenditures will increase in absolute terms and will likely increase as a percent of revenue as we develop and enhance new and existing services; however, the amount of expenditures that should be capitalized as software development costs versus expensed as research and development could vary based on the specific projects we undertake.

**General and Administrative Expense.** General and administrative expense consists primarily of personnel-related expense for administrative employees (including stock-based compensation), occupancy and other indirect costs (including building maintenance and utilities for space occupied by us), and outside professional fees for accountants, lawyers, and consultants. We expect that general and administrative expense will increase in absolute terms as we invest in infrastructure to support our growth. Though expenses are expected to continue to rise in absolute terms, we expect general and administrative expense to decline as a percentage of total revenue over time.

**Depreciation and Amortization Expense.** Depreciation and amortization expense consists primarily of depreciation of fixed assets and amortization of capitalized software development, which we amortize over a two to three-year period from the time of release of related software code. As we grow, we will continue to make capital investments in the infrastructure of the business and we will continue to develop software that we capitalize. We expect depreciation and amortization expense to increase as we make investments to support our continued growth, new service offerings, and infrastructure expansion.

**Other (Expense) Income.** Other (expense) income is primarily comprised of interest expense. Interest expense consists primarily of interest costs related to our term and revolving loans under our credit facility and the amortization of deferred financing fees.

**Income Tax (Provision) Benefit.** Income tax (provision) benefit relates to federal and state jurisdictions in the United States and India. The difference between our effective tax rate and our statutory rate is mainly related to transaction costs associated with stock acquisitions, the treatment of Incentive Stock Options (“ISOs”) and the Employee Stock Purchase Plan, and the impact of certain tax deduction limits related to certain of our highly compensated officers.

Transaction costs related to stock acquisitions are primarily non-tax deductible. The treatment of disqualifying dispositions related to ISOs are also treated as discrete items, which means that they are recorded in the quarter in which they occur and could cause significant differences between the quarterly and annual effective tax rate. We substantially ceased issuing ISOs in 2009, but we expect continued volatility related to these options since we cannot anticipate when disqualifying dispositions related to these stock options will occur.

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## Recent Developments

We previously invested a total of \$1.1 million in a privately-held entity named Castlight Health, Inc. (“Castlight”), a leading provider of cloud-based software that enables enterprises to control health care costs. This investment was initially recorded at cost. On March 14, 2014, an initial public offering (“IPO”) of shares of Castlight’s Class B common stock was made available for sale on the New York Stock Exchange under the symbol “CSLT.” As a result of the IPO, we classified this investment as “available-for-sale” and marked the shares we hold to market based on quoted market prices as of March 31, 2014. Although the investment is classified as available-for-sale, we are prohibited from selling the investment for 180 days subsequent to the IPO. As of March 31, 2014, the aggregate fair value of the investment was \$74.3 million and is recorded in the Marketable securities line on the Condensed Consolidated Balance Sheet. The unrealized gain on investment of \$45.6 million is included in other comprehensive income, net of a \$27.5 million short-term deferred tax liability.

## Results of Operations

## Comparison of the Three Months Ended March 31, 2014 and 2013

	Three Months Ended March 31,		Change		
	2014	2013	Amount	Percent	
	(in thousands)				
Business services	\$154,502	\$121,463	\$33,039	27	%
Implementation and other	8,533	4,133	4,400	106	%
Total	\$163,035	\$125,596	\$37,439	30	%

Total revenue for the three months ended March 31, 2014 increased due to an increase in business services revenue.

**Business Services Revenue.** The \$33.0 million increase in business services revenue is primarily driven by the growth in the number of physicians and providers using our services. The increases in the number of physicians and providers using our revenue cycle and practice management service, athenaCollector; electronic health record management service, athenaClinical; and patient communication management service, athenaCommunicator; are as follows:

		Three Months Ended March 31,		Change		
		2014	2013	Amount	Percent	
athenaCollector	Physicians	37,663	28,850	8,813	31	%
	Providers	52,886	40,937	11,949	29	%
athenaClinical	Physicians	13,521	8,776	4,745	54	%
	Providers	18,343	12,139	6,204	51	%
athenaCommunicator	Physicians	24,030	11,840	12,190	103	%
	Providers	31,707	16,296	15,411	95	%

Also contributing to this increase was the growth in related collections on behalf of these physicians and providers.

The amount of collections processed are as follows:

	Three Months Ended March 31,		Change		
	2014	2013	Amount	Percent	
Collections processed	\$3,172.1	\$2,567.0	\$605.1	24	%

The increase in business services revenue is additionally due to revenue from sponsored clinical information and decision support services and subscriptions, or our Epocrates-branded services. The three months ended March 31, 2014 and 2013 includes \$10.6 million and \$5.5 million of total revenue attributable to these services, respectively.

**Implementation and Other Revenue.** The \$4.4 million increase in revenue from implementation and other revenue was primarily driven by third-party tenant revenue of \$4.2 million, primarily due to the Arsenal on the Charles property, for the three months ended March 31, 2014. We did not have any tenant revenue from the Arsenal on the Charles property for the three months ended March 31, 2013.



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	Three Months Ended March 31,		Change		
	2014	2013	Amount	Percent	
Direct operating	\$72,148	\$53,185	\$18,963	36	%

Direct Operating Expense. The number of claims that we processed on behalf of our clients increased during the three months ended March 31, 2014. The increase in direct operating expense is primarily due to the expense of providing these services, including transactions expense and employee-related costs. The total claims submitted on behalf of clients are as follows:

	Three Months Ended March 31,		Change		
	2014	2013	Amount	Percent	
Total claims submitted	25.8	20.7	5.1	25	%

Direct operating employee-related costs, including stock-based compensation, increased \$7.2 million in the three months ended March 31, 2014 compared to the three months ended March 31, 2013, primarily due to an 11% increase in headcount and an increase in the fair value of our recently issued stock-based compensation expense. We increased headcount to meet the current and anticipated demand for our services as our customer base continues to expand and includes larger medical groups.

Direct operating expense for the three months ended March 31, 2014 also includes \$2.6 million of costs associated with third-party tenant revenue. No cost associated with third-party tenant revenue was included in direct operating expense during the three months ended March 31, 2013.

	Three Months Ended March 31,		Change		
	2014	2013	Amount	Percent	
Selling and marketing	\$43,227	\$32,922	\$10,305	31	%
Research and development	15,155	11,944	3,211	27	%
General and administrative	29,357	31,077	(1,720)	(6)	%)
Depreciation and amortization	14,249	8,341	5,908	71	%
Total	\$101,988	\$84,284	\$17,704	21	%

Selling and Marketing Expense. The increase in selling and marketing expense was in part due to compensation costs, including stock-based compensation expense, internal sales commissions and external channel partner commission, which increased approximately \$4.5 million. The cost of compensation is primarily driven by headcount. Our sales and marketing headcount increased 26% since March 31, 2013, as we hired additional sales personnel to focus on adding new customers and increasing penetration within our existing markets. Additionally, amortization related to purchased intangible assets allocated to selling and marketing expense increased \$3.2 million for the three months ended March 31, 2014 compared to the three months ended March 31, 2013, primarily due to our acquisition of Epocrates during the three months ended March 31, 2013.

Research and Development Expense. The increase in research and development expense was primarily due to higher compensation costs, including stock-based compensation expense, which increased approximately \$2.4 million, largely due to a 43% increase in headcount. The additional research and development personnel were necessary in order to upgrade and expand our service offerings and develop new technologies. The increase in research and development expense was also impacted by an increase of \$0.8 million in consulting fees for third-party developers. We anticipate that research and development expense will continue to increase in the foreseeable future.

General and Administrative Expense. General and administrative expense declined in the three months ended March 31, 2014, primarily due to \$8.5 million of transaction and integration costs associated with the Epocrates and Arsenal transactions and stock-based compensation related to the acceleration of vesting for certain Epocrates employees upon termination during the three months ended March 31, 2013.

The decline in general and administrative expense was partially offset by a \$4.7 million increase in compensation costs (including stock-based compensation not related to the Epocrates acceleration of vesting). This increase is primarily due to a 24% increase in headcount from March 31, 2013. We increased our general and administrative personnel to support our growth. Finally, occupancy and other indirect costs (including building maintenance and utilities for space occupied by us) increased by \$1.7 million for the three months ended March 31, 2014. The increase we experienced in headcount drove an increased investment in our infrastructure.

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**Depreciation and Amortization Expense.** Depreciation and amortization expense for the three months ended March 31, 2014 increased approximately \$5.9 million, or 71%, from the three months ended March 31, 2013. This increase was partially due to \$2.6 million of depreciation from higher fixed asset expenditures and \$2.2 million of amortization related to an increase in our software development costs. The increase was also impacted by \$0.9 million of depreciation related to the Arsenal on the Charles. There was no depreciation expense associated with the Arsenal on the Charles during the three months ended March 31, 2013.

**Interest Expense.** Interest expense increased by \$1.1 million for the three months ended March 31, 2014, primarily due to the \$115.0 million increase in the amount of debt outstanding compared to the prior period.

	Three Months Ended		Change	
	March 31, 2014	2013	Amount	Percent
Income tax benefit	\$4,482	\$12,683	\$(8,201)	(65)%
Effective tax rate	(36)	)%	(106)	)%

**Income Tax Benefit.** Because a relatively small change in our projected pre-tax net income (loss) could result in a volatile effective tax rate, we have used a discrete tax approach in calculating the tax benefit for the three months ended March 31, 2014. The difference in our effective tax rate for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 is primarily due to a decrease in permanent differences related to non-deductible transaction costs associated with the Epocrates transaction in 2013.

**Liquidity and Capital Resources****Sources of Liquidity**

As of March 31, 2014, our principal sources of liquidity consisted of cash and cash equivalents of \$51.3 million versus \$47.8 million as of March 31, 2013.

As of March 31, 2014, we have outstanding indebtedness of \$220.0 million versus \$105.0 million as of March 31, 2013. The increase as of March 31, 2014, is due to a new debt agreement to fund our purchase of the Arsenal. On May 10, 2013, we entered into a five-year \$325.0 million senior credit facility consisting of a \$200.0 million unsecured term loan facility and a \$125.0 million unsecured revolving credit facility (the "Senior Credit Facility"). The Senior Credit Facility replaced our previous revolving credit facility. The Senior Credit Facility contains terms and conditions that are customary to facilities of this nature, and may be used to refinance existing indebtedness, to finance the acquisition of the Arsenal on the Charles, and for working capital and other general corporate purposes. We may increase the Senior Credit Facility up to an additional \$100.0 million subject to certain terms, including obtaining lender commitments. As of March 31, 2014, we had \$185.0 million outstanding on the unsecured term loan facility and \$35.0 million outstanding on the unsecured revolving credit facility. As of March 31, 2014, we had \$90.0 million available on the unsecured revolving credit facility. As of March 31, 2014, we were in compliance with our covenants under the Senior Credit Facility.

We believe our current sources of liquidity are sufficient to sustain operations, to finance our strategic initiatives, to make payments on our contractual obligations, and to purchase property and equipment in the foreseeable future. Our analysis is supported by the growth in our new customer base and a high rate of renewal with our existing customers and the corresponding increase in billings and collections. There can be no assurance that we will continue to generate cash flows at or above current levels or that we will be able to maintain our ability to borrow under these credit facilities or obtain additional financing.

**Commitments**

We enter into various purchase commitments with vendors in the normal course of business. We believe that our existing sources of liquidity will be adequate to fund these purchases during the 2014 fiscal year. In the normal course of business, we make representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees.

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## Comparison of the Three Months Ended March 31, 2014 and 2013

## Operating Cash Flow Activities

	Three Months Ended		Change
	March 31,		
	2014	2013	
Net (loss) income	\$ (8,055 )	\$ 700	\$ (8,755 )
Non-cash adjustments	29,376	11,129	18,247
Net income after non-cash adjustments	21,321	11,829	9,492
Cash used in changes in operating assets and liabilities	(7,255 )	(17,369 )	10,114
Net cash provided by (used in) operating activities	\$ 14,066	\$ (5,540 )	\$ 19,606

Net cash provided by (used in) operating activities increased \$19.6 million for the three months ended March 31, 2014 compared to the three months ended March 31, 2013. The change in net cash provided by (used in) operating activities for the three months ended March 31, 2014, compared to the three months ended March 31, 2013, is primarily due to an increase in depreciation and amortization expense of \$11.3 million, which was primarily the result of the acquisitions of Epocrates and the real estate commonly known as the Arsenal on the Charles. Additionally, there was a \$7.8 million increase in the cash provided by accounts receivable due to strong collection efforts.

## Investing Cash Flow Activities

Net cash used in investing activities decreased \$188.8 million to \$13.6 million for the three months ended March 31, 2014, as the