

ATHENAHEALTH INC  
Form 4  
October 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Park Ed  
  
(Last) (First) (Middle)  
  
C/O ATHENAHEALTH, INC., 311  
ARSENAL STREET  
  
(Street)  
  
WATERTOWN, MA 02472  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2016

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and COO

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 10/03/2016                           |  | M                              | 2,500   | A \$ 25.67  | 17,719   | D   |
| Common Stock                    | 10/03/2016                           |  | S <sup>(1)</sup>               | 2,097   | D \$ 124.15   | 15,622   | D   |
| Common Stock                    | 10/03/2016                           |  | S <sup>(1)</sup>               | 403   | D \$ 125.08   | 15,219   | D   |
| Common Stock                    | 10/03/2016                           |  | S <sup>(1)</sup>               | 1,300   | D \$ 124.17   | 13,919   | D   |

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|        |            |  |                  |     |   |     |        |        |   |
|--------|------------|--|------------------|-----|---|-----|--------|--------|---|
| Common | 10/03/2016 |  | S <sup>(1)</sup> | 200 | D | \$  | 125.04 | 13,719 | D |
| Stock  |            |  |                  |     |   | (5) |        |        |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 25.67   | 10/03/2016                           |  | M                              | 2,500   | 01/05/2010 03/01/2019                                    | Common Stock  | 2,500                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Park Ed<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL STREET<br>WATERTOWN, MA 02472 |               |           | EVP and COO |       |

## Signatures

/s/ Lan Marinelli  
Attorney-in-Fact

10/04/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person and effective as of June 15, 2016, in accordance with Rule 10b5-1.

(2) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.52 to \$124.45, inclusive.

(3) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.63 to \$125.56, inclusive.

(4) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.62 to \$124.46, inclusive.

(5) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.66 to \$125.42, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (2) through (5) in this Form 4.

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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