

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LAMONT ANN H		(Month/Day/Year)	ATHENAHEALTH INC [ATHN]	
(Last)	(First)	(Middle)	09/19/2007	
C/O OAK INVESTMENT PARTNERS,Â ONE GORHAM ISLAND			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WESTPORT,Â CTÂ 06880			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
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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)

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		or Indirect (1) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	82,153	\$ (1)	I	See Footnote. (3)
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	875	\$ (1)	I	See Footnote. (4)
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	1,972	\$ (1)	I	See Footnote. (5)
Series D preferred stock	Â (1)	Â (2)	Common Stock	4,207,013	\$ (1)	I	See Footnote. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	44,839	\$ (1)	I	See Footnote. (4)
Series D preferred stock	Â (1)	Â (2)	Common Stock	100,980	\$ (1)	I	See Footnote. (5)
Series E preferred stock	Â (1)	Â (2)	Common Stock	168,776	\$ (1)	I	See Footnote. (3)
Series E preferred stock	Â (1)	Â (2)	Common Stock	1,798	\$ (1)	I	See Footnote. (4)
Series E preferred stock	Â (1)	Â (2)	Common Stock	4,052	\$ (1)	I	See Footnote. (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMONT ANN H C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	Â X	Â X	Â	Â

Signatures

/s/ Christopher E. Nolin
Attorney-in-Fact

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.
- (3) Represents shares directly owned by Oak Investment Partners IX, L.P. ("Oak IX, L.P.").
- (4) Represents shares directly owned by Oak IX Affiliates Fund, L.P. ("Oak IX Affiliates, L.P.").

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(5) Represents shares owned directly by Oak IX Affiliates Fund-A, L.P. ("Oak IX Affiliates A, L.P.").

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Remarks:

Ann H. Lamont is a director of athenahealth, Inc. Ms. Lamont is a Managing Member of Oak A

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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