

DRAPER TIMOTHY C

Form 4

March 24, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Draper Fisher Jurvetson Fund VI,
L.P.

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE
150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 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)
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Common Stock	03/20/2008		J ⁽¹⁾	1,842,150	D	\$ 0	1,842,150 (1)	D (1) (2)
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Common Stock						173,293	I	Draper Fisher Jurvetson Management Co. VI, LLC (3)
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Common Stock	03/20/2008		J ⁽⁴⁾	134,358	D	\$ 0	134,358 (4)	I	Draper Fisher Jurvetson Partners VI, LLC (4)
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Common Stock	84,561	I	Timothy C. Draper ⁽⁵⁾
Common Stock	86,857	I	John H.N. Fisher ⁽⁶⁾
Common Stock	72,153	I	Stephen T. Jurvetson ⁽⁷⁾

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Draper Fisher Jurvetson Fund VI, L.P. 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X
DRAPER TIMOTHY C 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X
Fisher John H N 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X
Jurvetson Stephen T 2882 SAND HILL ROAD, SUITE 150	X

MENLO PARK, CA 94025

Draper Fisher Jurvetson Management Co. VI, LLC

2882 SAND HILL ROAD, SUITE 150

X

MENLO PARK, CA 94025

Draper Fisher Jurvetson Partners VI, LLC

2882 SAND HILL ROAD, SUITE 150

X

MENLO PARK, CA 94025

Signatures

/s/ Timothy C. Draper

03/24/2008

__Signature of Reporting Person

Date

/s/ John H. N. Fisher

03/24/2008

__Signature of Reporting Person

Date

/s/ Stephen T. Jurvetson

03/24/2008

__Signature of Reporting Person

Date

/s/ Timothy C. Draper, Managing Member, Draper Fisher Jurvetson Management Co. VI, LLC (General Partner) for Draper Fisher Jurvetson Fund VI, L.P.

03/24/2008

__Signature of Reporting Person

Date

/s/ Timothy C. Draper, Managing Member for Draper Fisher Jurvetson Management Co. VI, LLC

03/24/2008

__Signature of Reporting Person

Date

/s/ Timothy C. Draper, Managing Member for Draper Fisher Jurvetson Partners VI, LLC

03/24/2008

__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) On March 20, 2008, Draper Fisher Jurvetson Fund VI ("Fund VI"), made an in-kind distribution, without any additional consideration, of Common Stock of AthenaHealth, Inc. to the limited and general partner of Fund VI. In turn, the general partner will make an in-kind distribution of the shares it received to its members.

(2) Represents shares owned directly by Draper Fisher Jurvetson Fund VI, L.P. ("Fund VI").

(3) Represents shares owned directly by Draper Fisher Jurvetson Management Co. VI, LLC ("General Partner").

(4) On March 20, 2008, Draper Fisher Jurvetson Partners VI, LLC (the "Side Fund") made an in-kind distribution, without any additional consideration, of Common Stock of AthenaHealth, Inc. to its members. Represents shares owned directly by Draper Fisher Jurvetson Partners VI, LLC.

(5) Represents 26,686 shares owned directly by Mr. Draper, represents 4,995 shares held through Fund VI, 47,350 shares held through the General Partner of Fund VI and 5,530 shares held through Draper Associates, L.P. of which Mr. Draper is the President of the General Partner.

(6) Represents 18,026 shares owned directly by Mr. Fisher, 18,026 shares held through the Side Fund, 45,957 shares held through the General Partner of Fund VI and 4,848 shares held through Fund VI.

(7) Represents 10,674 shares owned directly by Mr. Jurvetson, 10,674 shares held through the Side Fund, 45,957 shares held through the General Partner of Fund VI and 4,848 shares held through Fund VI.

Remarks:

This Form 4 is filed on behalf of (i) Draper Fisher Jurvetson Fund VI, L.P., a California limited partnership; (ii) Draper Fisher

Relationships:

- (1) Draper Fisher Jurvetson Fund VI, L.P. is a California limited partnership ("Fund VI").
- (2) Draper Fisher Jurvetson Management Co. VI, LLC (the "General Partner") is the general partner of Fund VI. The managing members of the General Partner are Draper, Fisher and Jurvetson.
- (3) Draper Fisher Jurvetson Partners VI, LLC (the "Side Fund") is a side-by-side fund of Fund VI. The managing members of the Side Fund are Draper, Fisher and Jurvetson.

Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held directly by Fund VI, the General Partner of Fund VI, and the Side Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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