

ATHENAHEALTH INC  
Form 3  
September 19, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â DRAPER TIMOTHY C		(Month/Day/Year)	ATHENAHEALTH INC [ATHN]	
(Last)	(First)	(Middle)	09/19/2007	
2882 SAND HILL ROAD,Â SUITE 150			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input 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 type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" 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)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

**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.**

**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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series C preferred stock	Â (1)	Â (2)	Common Stock	1,992,857	\$ (1)	I	By Draper Fisher Jurvetson Fund VI, L.P. (3)
Series C preferred stock	Â (1)	Â (2)	Common Stock	150,000	\$ (1)	I	By Draper Fisher Jurvetson Partners VI, LLC (4)
Series D preferred stock	Â (1)	Â (2)	Common Stock	1,509,741	\$ (1)	I	By Draper Fisher Jurvetson Fund VI, L.P. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	113,636	\$ (1)	I	By Draper Fisher Jurvetson Partners VI, LLC (4)
Series E preferred stock	Â (1)	Â (2)	Common Stock	181,702	\$ (1)	I	By Draper Fisher Jurvetson Fund VI, L.P. (3)
Series E preferred stock	Â (1)	Â (2)	Common Stock	5,080	\$ (1)	I	By Draper Fisher Jurvetson Partners VI, LLC (4)
Series E preferred stock	Â (1)	Â (2)	Common Stock	8,597	\$ (1)	I	By Draper Associates, L.P. (5)

## Reporting Owners

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

SUITE 150  
 MENLO PARK, CA 94025

Draper Associates, Inc.  
 2882 SAND HILL ROAD  
 SUITE 150  
 MENLO PARK, CA 94025

^ ^ X ^ ^

DRAPER ASSOCIATES L P  
 2882 SAND HILL ROAD  
 SUITE 150  
 MENLO PARK, CA 94025

^ ^ X ^ ^

Draper Fisher Jurvetson Partners VI, LLC  
 2882 SAND HILL ROAD  
 SUITE 150  
 MENLO PARK, CA 94025

^ ^ X ^ ^

## Signatures

/s/ Christopher E. Nolin Attorney-in-Fact for all Reporting  
 Persons

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.  
 Shares held by Draper Fisher Jurvetson Fund VI, L.P. Draper Fisher Jurvetson Management Co. VI, LLC is the general partner of Draper Fisher Jurvetson Fund VI, L.P. and disclaims beneficial ownership except to the extent of its pecuniary interest therein. The Managing Directors of Draper Fisher Jurvetson Management Co. VI, LLC are Timothy Draper, John H.N. Fisher and Stephen T. Jurvetson. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership except to the extent of any pecuniary interest therein.
- (3) Shares held by Draper Fisher Jurvetson Partners VI, LLC. The Managing Members of Draper Fisher Jurvetson Partners VI, LLC are Timothy Draper, John H.N. Fisher and Stephen T. Jurvetson. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership except to the extent of any pecuniary interest therein.
- (4) Shares held by Draper Associates, L.P. Timothy Draper is the President of Draper Associates, Inc., which is the general partner to Draper Associates, L.P. Mr Draper has sole voting and investment power over the shares owned by Draper Associates, L.P. Mr. Draper disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (5)

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.