

ROBINSON DAVID ERIC  
Form 3  
March 23, 2009

**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 ROBINSON DAVID ERIC                        |         | (Month/Day/Year)                     | ATHENAHEALTH INC [ATHN]                                                |                                                      |
| (Last)                                       | (First) | (Middle)                             | 02/24/2009                                                             |                                                      |
| C/O ATHENAHEALTH, INC., Â 311 ARSENAL STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                     |         |                                      | (Check all applicable)                                                 |                                                      |
| WATERTOWN, Â MA Â 02472                      |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                       |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (State)                                      |         |                                      | (give title below) (specify below)                                     |                                                      |
| (Zip)                                        |         |                                      | EVP and COO                                                            |                                                      |
|                                              |         |                                      | 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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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

(Instr. 5)

Stock Option (Right to Buy) 05/24/2009<sup>(1)</sup> 03/02/2019 Common Stock 210,000 \$ 25.67 D Â

## Reporting Owners

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

## Signatures

/s/ Daniel H. Orenstein  
Attorney-in-Fact 03/23/2009

\_\_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) Subject to Reporting Person's continued relationship with Issuer, this option vests and becomes exercisable over a four-year period at a rate of 13,125 shares at the end of each three-month period following the vesting start date, February 24, 2009, until fully vested and exercisable on February 24, 2013.

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### Remarks:

This Form 3 is filed late because of delay in obtaining filing codes (the Reporting Person previously

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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