

VENROCK ASSOCIATES II LP  
 Form 4  
 May 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 VENROCK ASSOCIATES II LP

(Last) (First) (Middle)

C/O VENROCK, 2494 SAND HILL ROAD, SUITE 200

(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)  
 05/07/2008

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2008		J <sup>(1)</sup>	392,304 D	② 1,155,553	D	①
Common Stock	05/07/2008		J <sup>(3)</sup>	564,594 D	② 1,662,812	D	③
Common Stock	05/07/2008		J <sup>(4)</sup>	43,007 D	② 126,754	D	④
Common Stock	05/07/2008		J <sup>(5)</sup>	362 A	② 362	D	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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

VENROCK ASSOCIATES II LP  
C/O VENROCK  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

VENROCK ASSOCIATES  
ROOM 5508  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

X

VENROCK ENTREPRENEURS FUND LP  
0001239244  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

VENROCK MANAGEMENT LLC  
C/O VENROCK  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

## Signatures

VENROCK ASSOCIATES II, L.P. By: /s/ Bryan E. Roberts Name: Bryan E. Roberts Title: General Partner

05/09/2009

Edgar Filing: VENROCK ASSOCIATES II LP - Form 4

__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, General Partner	05/09/2008
__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, Member, Venrock Management, LLC, its General Partner	05/09/2008
__Signature of Reporting Person	Date
/s/ Bryan E. Roberts, Member	05/09/2008
__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) Represents shares directly owned by Venrock Associates and reflects the pro-rata distribution to its partners of 392,304 shares of Common Stock effected on May 7, 2008.
- (2) Not applicable.
- (3) Represents shares directly owned by Venrock Associates, II, L.P. and reflects the pro-rata distribution to its partners of 564,594 shares of Common Stock effected on May 7, 2008.  
Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs") and reflects the pro-rata distribution to its partners of 43,007 shares of Common Stock effected on May 7, 2008. Venrock Management, LLC ("Venrock Management") is the general partner of Entrepreneurs. Venrock Management disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (4) Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from indirect to direct by virtue of the receipt of 362 shares in connection with the distribution by Entrepreneurs described in footnote 4, which was effected on May 7, 2008.
- (5) Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from indirect to direct by virtue of the receipt of 362 shares in connection with the distribution by Entrepreneurs described in footnote 4, which was effected on May 7, 2008.

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.