

ROBERTS BRYAN E

Form 4

May 05, 2009

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROBERTS BRYAN E

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW  
AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 05/01/2009                           |                                                    | J <sup>(1)</sup>               |                                                                   | 763,159   | D          | <u>(2)</u> 0                                                                                  | I                                                        | By Fund <sup>(1)</sup>                                |
| Common Stock                    | 05/01/2009                           |                                                    | J <sup>(3)</sup>               |                                                                   | 1,098,176 | D          | <u>(2)</u> 0                                                                                  | I                                                        | By Fund <sup>(3)</sup>                                |
| Common Stock                    | 05/01/2009                           |                                                    | J <sup>(4)</sup>               |                                                                   | 83,688    | D          | <u>(2)</u> 0                                                                                  | I                                                        | By Fund <sup>(4)</sup>                                |
| Common Stock                    | 05/01/2009                           |                                                    | J <sup>(5)</sup>               |                                                                   | 704       | A          | <u>(2)</u> 1,428                                                                              | I                                                        | By LLC <sup>(5)</sup>                                 |
| Common Stock                    | 05/01/2009                           |                                                    | J <sup>(6)</sup>               |                                                                   | 25        | A          | <u>(2)</u> 50                                                                                 | D                                                        |                                                       |

# Edgar Filing: ROBERTS BRYAN E - Form 4

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships                    |
|-------------------------------------------------------------------------------|----------------------------------|
|                                                                               | Director 10% Owner Officer Other |
| ROBERTS BRYAN E<br>C/O VENROCK<br>3340 HILLVIEW AVENUE<br>PALO ALTO, CA 94304 | X                                |

## Signatures

/s/ Bryan E.  
Roberts 05/05/2009

\_\_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).

Represents shares directly owned by Venrock Associates, a limited partnership of which Bryan E. Roberts is a general partner, and  
(1) reflects the pro-rata distribution to its partners of 763,159 shares of Common Stock effected on May 1, 2009. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) Not applicable.

Represents shares directly owned by Venrock Associates II, L.P., a limited partnership of which Bryan E. Roberts is a general partner,  
(3) and reflects the pro-rata distribution to its partners of 1,098,176 shares of Common Stock effected on May 1, 2009. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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- Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs"), a limited partnership of which Venrock Management, LLC ("Venrock Management") is the general partner, and reflects the pro-rata distribution of 83,688 shares of Common Stock to its partners effected on May 1, 2009. Mr. Roberts is a member of Venrock Management. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4)

- Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from one indirect form to another by virtue of the receipt by Venrock Management of 704 shares in connection with the distribution by Entrepreneurs described in footnote 4. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5)

- Reflects a change in form of beneficial ownership from indirect to direct by virtue of the distribution by Venrock Associates described in footnote 1, which was effected on May 1, 2009.
- (6)

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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