ATHENAHEALTH INC
Form DEF 14A
April 30, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant ¨
Check the appropriate box:
¨ Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under § 240.14a-12

athenahealth, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)
Payment of Filing Fee (Check the appropriate box):
þ No fee required
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(set forth the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:
¨ Fee paid previously with preliminary materials.
¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by the registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

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April 30, 2014

Dear Shareholder:

You are cordially invited to attend the 2014 Annual Meeting of Shareholders of athenahealth, Inc. to be held on Monday, June 9, 2014, at 5:00 p.m. Eastern Time, at our headquarters at 400 North Beacon Street, Watertown, Massachusetts 02472. Directions to our headquarters can be found on the last page of the Proxy Statement.

Pursuant to the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to shareholders over the Internet, we are posting the proxy materials on the Internet and delivering a notice of the Internet availability of the proxy materials. This delivery process will allow us to provide shareholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. On or about April 30, 2014, we will begin mailing to our shareholders a Notice of Internet Availability containing instructions on how to access or request a copy of our Proxy Statement for the 2014 Annual Meeting of Shareholders and our Annual Report on Form 10-K for the year ended December 31, 2013.

The Notice of 2014 Annual Meeting of Shareholders and the Proxy Statement contain details of the business to be conducted at the Annual Meeting.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to promptly vote by submitting your proxy via the Internet at the address listed on the proxy card or by signing, dating, and returning the enclosed proxy card in the enclosed envelope. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of athenahealth, Inc. I look forward to greeting as many of our shareholders as possible at the Annual Meeting.

Sincerely,

Jonathan Bush
Chief Executive Officer, President, and Chairman of the Board of Directors

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athenahealth, Inc.
NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS

Date and Time:	Monday, June 9, 2014 5:00 p.m. Eastern Time
Place:	athenahealth, Inc. headquarters 400 North Beacon Street Watertown, MA 02472
Items of Business:	1. Elect three directors, Amy Abernethy, Jonathan Bush, and Brandon Hull, to serve as Class I directors for a term of three years and until their successors are duly elected and qualified, subject to their earlier resignation or removal; 2. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014; 3. Hold an advisory vote to approve the compensation of our named executive officers; and 4. Transact other business as may properly come before the meeting.
Record Date:	You are entitled to vote only if you were a shareholder as of the close of business on April 15, 2014.
Voting:	Your vote is important. Whether or not you are able to attend the meeting in person, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the meeting. For instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail, the section titled “How to Vote” beginning on page 1 of this Proxy Statement or, if you requested to receive printed proxy materials, your enclosed proxy card.

By Order of the Board of Directors,

Jonathan Bush
Chief Executive Officer, President, and Chairman of the Board of Directors

In this Proxy Statement, the terms “athenahealth,” “we,” “us,” and “our” refer to athenahealth, Inc. The mailing address of our principal executive offices is athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472.

athenahealth, Inc.
311 Arsenal Street
Watertown, Massachusetts
April 30, 2014

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PROXY STATEMENT

GENERAL INFORMATION

Our board of directors (the "Board of Directors") has made this Proxy Statement and related materials available to you on the Internet, or at your request has delivered printed versions to you by mail, in connection with the Board of Directors' solicitation of proxies for our 2014 Annual Meeting of Shareholders (the "Annual Meeting").

Internet Availability of Proxy Materials

We are providing access to our proxy materials over the Internet. On April 30, 2014, we mailed a Notice of Internet Availability of Proxy Materials (the "Notice") to shareholders, unless they requested a printed copy of proxy materials. The Notice contains instructions on how to access our proxy materials and how to vote. If you would like to receive a paper or e-mail copy of our proxy materials, please follow the instructions in the Notice. If you requested printed versions of these materials by mail, they will also include a proxy card for the Annual Meeting. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, excluding exhibits, may be obtained by shareholders, without charge, by written request to the attention of our Secretary at 311 Arsenal Street, Watertown, MA 02472.

Who May Vote

You are entitled to vote at the Annual Meeting only if you owned shares of athenahealth common stock at the close of business on April 15, 2014, which is referred to as the "record date." Each share entitles its owner to one vote.

Quorum

The holders of a majority of shares entitled to vote, present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. Shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. On April 15, 2014, the record date, there were 37,781,805 shares of athenahealth common stock outstanding. No shares of athenahealth preferred stock were outstanding on the record date.

How to Vote

Shareholders of record (e.g., shareholders who hold their shares in their own name) can vote in the following ways:

- Via Internet: You can vote online at: www.proxyvote.com by following the instructions in the Notice.
- By Phone: You can vote by telephone by following the instructions in the Notice.
- By Mail: If you requested printed copies of proxy materials, you can vote by mailing your proxy as described in the proxy materials.
- In Person: Attend the Annual Meeting, or send a person with an appropriate proxy, to vote by ballot.

If your shares are held in "street name" (e.g., the name of a bank, broker, trustee, or nominee), you will receive instructions from the shareholder of record that you must follow in order for your shares to be voted. If you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the bank, broker, trustee, or nominee that holds your shares.

If you have any questions about voting, please call Okapi Partners LLC at (877) 629-6356.

Revoking a Proxy

If you are a shareholder of record, you may revoke your proxy by (1) entering a new vote over the Internet, by telephone, or by mail before the Annual Meeting, (2) providing a written notice of revocation to our Secretary prior to the taking of the vote at the Annual Meeting, or (3) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself revoke a proxy). Any written notice of revocation or subsequent proxy card should be hand delivered to our Secretary or sent to our principal executive offices, athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472, Attention: Secretary. If a broker, bank, or other nominee holds your shares, you must contact them in order to find out how to change your vote.

Required Vote

Under our By-laws, any proposal other than an election of directors is decided by a majority of the votes properly cast for and against such proposal, except where a larger vote is required by law or by our Certificate of Incorporation or By-laws. Our majority voting policy included in our corporate governance guidelines requires that

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each director nominee in an uncontested election must be elected by a majority of the votes cast in that election. The elections for the Annual Meeting are uncontested elections and, accordingly, each director nominee must be elected by a majority of votes cast in that election. Abstentions and broker "non-votes" are not included in the tabulation of the voting results on any such proposal and, therefore, do not have the effect of votes in opposition to such proposals. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

How Shares Will Be Voted

Your shares will be voted in accordance with your instructions. If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by the Board of Directors on all matters presented in this Proxy Statement, and as the persons named as proxies may determine in their discretion with respect to any other matters properly presented at the Annual Meeting.

If your shares are held in "street name" by a brokerage firm, your brokerage firm is required to vote your shares according to your instructions. If you do not give instructions to your brokerage firm, the brokerage firm will still be able to vote your shares with respect to certain "discretionary" items, but will not be allowed to vote your shares with respect to "non-discretionary" items. Proposals 1 and 3 are "non-discretionary" items. If you do not instruct your broker how to vote with respect to those proposals, your broker may not vote for those proposals, and those votes will be counted as broker "non-votes." Proposal 2 is considered to be a discretionary item, and your brokerage firm will be able to vote on this proposal even if it does not receive instructions from you.

Other Matters

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Expenses of Solicitation

Our Board of Directors is making this solicitation and we will pay the entire cost of preparing and distributing the Notice and these proxy materials and soliciting votes. If you choose to access the proxy materials or vote over the Internet, you are responsible for any Internet access charges that you may incur. Our officers and employees may, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails, or otherwise. We have engaged Okapi Partners LLC to assist in the solicitation of proxies and provide related advice and informational support, for a services fee and the reimbursement of customary disbursements that are not expected to exceed $13,500 in the aggregate.

Procedure for Submitting Shareholder Proposals

Shareholder proposals intended to be presented at the next annual meeting of our shareholders must satisfy the requirements of the notice procedures set forth in our By-laws. To be timely for our next annual meeting of shareholders, any such proposal must be delivered in writing to our Secretary at our principal executive offices between the close of business on February 9, 2015, and March 11, 2015. If the date of the next annual meeting of the shareholders is scheduled to take place before May 10, 2015, or after August 8, 2015, notice by the shareholder must be delivered no earlier than the close of business on the 120th day prior to such annual meeting and no later than the close of business on the later of (1) the 90th day prior to such annual meeting or (2) the 10th day following the day on which public announcement of the date of such meeting is first made.

In addition, any shareholder proposal intended to be included in the Proxy Statement for the next annual meeting of our shareholders must also satisfy the Securities and Exchange Commission (the "SEC") regulations under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and be received not later than December 31, 2014. If the date of the annual meeting is moved by more than 30 days from the date contemplated at the time of the previous year's Proxy Statement, then notice must be received within a reasonable time before we begin to print and send proxy materials. If that happens, we will publicly announce the deadline for submitting a proposal in a press release or in a document filed with the SEC.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of our common stock as of April 15, 2014, for: each person known to us to be the beneficial owner of more than five percent of our outstanding common stock; each of our named executive officers; each of our directors and nominees; and all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as noted by footnote, and subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them.

The table lists applicable percentage ownership based on 37,781,805 shares of our common stock outstanding as of April 15, 2014. The number of shares beneficially owned includes shares of our common stock that each person has the right to acquire within 60 days of April 15, 2014, including upon the exercise of stock options or the vesting of restricted stock units ("RSUs"). These stock options and RSUs shall be deemed to be outstanding for the purpose of computing the percentage of outstanding shares of our common stock owned by such person but shall not be deemed to be outstanding for the purpose of computing the percentage of outstanding shares of our common stock owned by any other person.

Name and Address of Beneficial Owner(1)	Number of Shares Beneficially Owned	Percent of Class	
Morgan Stanley(2) 1585 Broadway New York, NY 10036	4,657,096	12.33	%
FMR LLC(3) 245 Summer Street Boston, MA 02210	4,339,292	11.49	%
Sands Capital Management, LLC(4) 1101 Wilson Blvd., Suite 2300 Arlington, VA 22209	4,000,445	10.59	%
Artisan Partners Limited Partnership(5) 875 East Wisconsin Avenue, Suite 800 Milwaukee, WI 53202	2,873,262	7.60	%
Janus Capital Management LLC(6) 151 Detroit Street Denver, CO 80206	2,688,958	7.12	%
Capital Research Global Investors(7) 333 South Hope Street Los Angeles, CA 90071	2,478,099	6.56	%
T. Rowe Price Associates, Inc.(8) 100 E. Pratt Street Baltimore, MD 21202	2,217,315	5.87	%
The Vanguard Group(9) 100 Vanguard Blvd. Malvern, PA 19355	2,199,511	5.82	%
BlackRock, Inc.(10) 40 East 52nd Street New York, NY 10022	2,112,384	5.59	%
Jonathan Bush(11)	826,290	2.16	%
Timothy M. Adams(12)	60,923	*	
Rob Cosinuke(13)	98,857	*	

Stephen N. Kahane(14)	34,200	*	
Ed Park(15)	19,491	*	
Amy Abernethy(16)	1,246	*	
Brandon Hull(17)	27,495	*	
Dev Ittycheria(18)	8,574	*	
John A. Kane(19)	54,803	*	
Jacqueline D. Kosecoff(20)	4,076	*	
James L. Mann(21)	43,582	*	
David E. Robinson(22)	102,058	*	
All directors and executive officers as a group (13 persons)(23)	1,296,709	3.36	%

*Represents beneficial ownership of less than one percent of outstanding common stock.

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(1) Unless otherwise indicated, the address for each beneficial owner is c/o athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472.

(2) Based solely on a Schedule 13G/A filed on February 11, 2014, by Morgan Stanley and Morgan Stanley Investment Management, Inc. reporting beneficial ownership as of December 31, 2013. The entities reported the following beneficial ownership: (i) 4,657,096 shares beneficially owned by Morgan Stanley, with sole voting power over 4,608,747 shares and sole dispositive power over all of the shares, and (ii) 4,657,096 shares beneficially owned by Morgan Stanley Investment Management, Inc., with sole voting power over 4,608,747 shares and sole dispositive power over all of the shares.

(3) Based solely on a Schedule 13G/A filed on February 14, 2014, by FMR LLC and Edward C. Johnson 3d, the Chairman of FMR LLC, reporting beneficial ownership as of December 31, 2013. Fidelity Management & Research Company ("Fidelity"), a wholly owned subsidiary of FMR LLC, is the beneficial owner of 4,042,049 shares as a result of serving as investment adviser to various investment companies that own such shares. Mr. Johnson and FMR LLC, through its control of Fidelity, each has the sole power to dispose of the shares owned by these investment companies but neither Mr. Johnson nor FMR LLC has the sole power to vote or direct the voting of those shares, which power resides with the investment companies' Boards of Trustees.

(4) Based solely on a Schedule 13G/A filed on February 7, 2014, by Sands Capital Management, LLC, reporting beneficial ownership as of January 31, 2014. The shareholder reports sole voting power over 3,085,968 shares and sole dispositive power over all of the shares.

(5) Based solely on a Schedule 13G/A filed on March 24, 2014, by Artisan Partners Limited Partnership ("APLP"), Artisan Investments GP LLC, Artisan Partners Holdings LP, Artisan Partners Asset Management Inc., and Artisan Partner Funds, Inc. ("Artisan Funds") reporting beneficial ownership as of March 12, 2014. This Schedule 13G/A reports that the shares have been acquired on behalf of discretionary clients of APLP, with APLP holding 2,873,262 shares, including 1,653,569 shares on behalf of Artisan Funds. The shareholders reported that they have shared voting power over 2,650,671 shares and shared dispositive power over all of the shares.

(6) Based solely on a Schedule 13G/A filed on February 14, 2014, by Janus Capital Management LLC reporting beneficial ownership as of December 31, 2013.

(7) Based solely on a Schedule 13G/A filed on February 13, 2014, by Capital Research Global Investors reporting beneficial ownership as of December 31, 2013.

(8) Based solely on a Schedule 13G/A filed on February 7, 2014, by T. Rowe Price Associates, Inc. reporting beneficial ownership as of December 31, 2013. The shareholder reports sole voting power over 426,815 shares and sole dispositive power over all of the shares.

(9) Based solely on a Schedule 13G/A filed on February 11, 2014, by The Vanguard Group reporting beneficial ownership as of December 31, 2013. The shareholder reports sole voting power over 52,230 shares and sole dispositive power over 2,150,081 shares with shared dispositive power over 49,430 shares.

(10) Based solely on a Schedule 13G/A filed on January 28, 2014, by BlackRock, Inc. reporting beneficial ownership as of December 31, 2013. The shareholder reports sole voting power over 2,005,542 shares and sole dispositive power over all of the shares.

(11) Includes 515,056 shares issuable to Mr. Bush upon exercise of stock options, 12,492 of which are subject to a pre-existing divorce settlement agreement with his former wife that covers the disposition of the options for her benefit. Excludes 111,994 shares held by the Bush 2004 Gift Trust for the benefit of certain of Mr. Bush's children, for which trust Carl B. Byers and Stephanie Seldon serve as co-trustees and who, acting together by unanimous consent, have the sole voting and dispositive power over such shares. Excludes 27,998 shares held by the Oscar W. Bush 2007 Gift Trust, the beneficiary of which is Mr. Bush's child, for which trust Carl B. Byers serves as trustee and has sole voting and dispositive power over such shares.

(12) Includes 40,000 shares issuable to Mr. Adams upon exercise of stock options.

(13) Includes 69,250 shares issuable to Mr. Cosinuke upon exercise of stock options.

(14) Includes 13,287 shares issuable to Dr. Kahane upon exercise of stock options.

(15) Includes 10,000 shares issuable to Mr. Park upon exercise of stock options.

(16) Includes 1,246 shares issuable to Dr. Abernethy upon vesting of RSUs.

(17) Includes 19,642 shares issuable to Mr. Hull upon exercise of stock options and 2,058 shares upon vesting of RSUs.

(18) Includes 2,058 shares issuable to Mr. Ittycheria upon vesting of RSUs.

(19) Includes 49,812 shares issuable to Mr. Kane upon exercise of stock options and 2,058 shares upon vesting of RSUs.

(20) Includes 2,058 shares issuable to Dr. Kosecoff upon vesting of RSUs.

(21) Includes 41,524 shares held by the James L. Mann Living Revocable Trust (the "Mann Trust"), and 2,058 shares issuable to the Mann Trust upon vesting of RSUs. Mr. Mann is the settlor and serves as trustee of the Mann Trust, and as such, he has sole voting and dispositive power over the shares held by the Mann Trust.

(22) Includes 100,000 shares issuable to Mr. Robinson upon exercise of stock options and 2,058 shares upon vesting of RSUs.

(23) Includes an aggregate of 817,047 shares issuable upon exercise of stock options and 13,594 shares upon vesting of RSUs held by our directors and executive officers.

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DIRECTORS AND EXECUTIVE OFFICERS

The following table identifies our directors and executive officers and sets forth their current position(s) at athenahealth and their ages as of April 30, 2014.

Name	Age	Position
Jonathan Bush	45	Chief Executive Officer, President, and Chairman of the Board of Directors
Amy Abernethy	45	Director
Brandon Hull	53	Lead Director
Dev Ittycheria	47	Director
John A. Kane	61	Director
Jacqueline B. Kosecoff	64	Director
James L. Mann	80	Director
David E. Robinson	70	Director
Timothy M. Adams	54	Senior Vice President and Chief Financial Officer
Rob Cosinuke	53	Senior Vice President and Chief Marketing Officer
Stephen N. Kahane	56	President, Enterprise Services Group
Daniel H. Orenstein	44	Senior Vice President, General Counsel, and Secretary
Ed Park	39	Executive Vice President and Chief Operating Officer

Set forth below are the biographies of each director and executive officer, as well as a discussion of the particular experience, qualifications, attributes, and skills that led our Board of Directors to conclude that each person nominated to serve or currently serving on our Board of Directors should serve as a director. In addition to the information presented below, we believe that each director meets the minimum qualifications established by our nominating and corporate governance committee.

Jonathan Bush is our Chief Executive Officer (“CEO”), President, and Chairman of the Board of Directors. Mr. Bush co-founded athenahealth in 1997 and has been a director since our inception. Prior to joining us, Mr. Bush served as an EMT for the City of New Orleans, was trained as a medic in the U.S. Army, and worked as a management consultant with Booz Allen & Hamilton. Mr. Bush obtained a Bachelor of Arts in the College of Social Studies from Wesleyan University and an M.B.A. from Harvard Business School. As a founder of athenahealth, Mr. Bush has extensive knowledge of all aspects of our business, including our day-to-day operations. His history with us, combined with his business and leadership skills, led our Board of Directors to conclude that he should be nominated to serve as a director and as Chairman of the Board of Directors.

Amy Abernethy, M.D., Ph.D. has served as a member of our Board of Directors since October 2013. Dr. Abernethy is an internist and medical oncologist at Duke University Medical Center, where she is Director of the Duke Center for Learning Health Care and the Duke Cancer Care Research Program. She also holds the titles of tenured Associate Professor of Medicine and Nursing, and previously held a number of progressive faculty and clinical roles at Duke University and Flinders University of South Australia. Dr. Abernethy graduated from the University of Pennsylvania and Duke University School of Medicine. She also holds a PhD from Flinders University of South Australia.

Dr. Abernethy’s expertise in the practice and teaching of oncology and internal medicine, and her experiences with big data, clinical research, technology within health care settings, health analytics, and her passion to improve the experience of health care for both patients and providers, led our Board of Directors to conclude that she should be nominated to serve as a director.

Brandon Hull has served as a member of our Board of Directors since 1999. Since October 1997, Mr. Hull has served as General Partner of Cardinal Partners, a venture capital firm that he co-founded that specializes in health care and life-sciences investments. From 1991 to 1997, Mr. Hull served as principal of the Edison Venture Fund. Mr. Hull serves on the board of directors of Awarepoint Corporation, CodeRyte, Inc., FluidNet Corporation, MDX Medical, Inc., and Replication Medical, Inc. Mr. Hull obtained his Bachelor of Arts from Wheaton College and his M.B.A. from The Wharton School at the University of Pennsylvania. Mr. Hull’s experience with health care services, health care information systems, and medical products and devices at Cardinal Partners, and on the boards of numerous health care and medical technology companies, led our Board of Directors to conclude that he should be nominated to

serve as a director.

Dev Ittycheria has served as a member of our Board of Directors since July 2010. Mr. Ittycheria is currently a Managing Director at OpenView Venture Partners. He previously was a Venture Partner at Greylock Partners from March 2012 to June 2013. He previously served as the Senior Vice President, President of the Enterprise Service Management of BMC Software, Inc. from November 2008 to February 2010 and as Senior Vice President, Strategy

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and Corporate Development from April 2008 to October 2008. Prior to working at BMC, Mr. Ittycheria was co-founder, President, CEO, and a director of BladeLogic, Inc. from August 2001 to April 2008, which was acquired by BMC in April 2008. He also serves as a director of Bazaarvoice, Inc. and AppDynamics, Inc. Mr. Ittycheria received a Bachelor of Science in Electrical Engineering from Rutgers University. Mr. Ittycheria's experience in building high-growth technology businesses that excel at acquiring customers, delivering financial results, and creating long-term sustainable value, together with his leadership ability, led our Board of Directors to conclude that he should serve as a director.

John A. Kane has served as a member of our Board of Directors since 2007. Mr. Kane served as Senior Vice President, Finance and Administration, Chief Financial Officer ("CFO"), and Treasurer of IDX Systems Corporation from May 2001 until it was acquired by GE Healthcare in 2006, and as the Vice President, Finance and Administration, CFO, and Treasurer of IDX from October 1984, when he joined IDX, until 2001. While at IDX, Mr. Kane guided the company through more than a dozen acquisitions and at various times managed the finance, facilities, legal, human resources, and information systems functions for the company. Previous to his employment with IDX, Mr. Kane worked as an audit manager at Ernst & Young LLP, in Boston. Mr. Kane serves as a director of several private organizations. He also served as a director of Merchants Bancshares, Inc. from 2005 to 2014 and Spheris, Inc. from 2007 to 2010. Since his retirement from IDX in 2006, Mr. Kane has not been employed on a full-time basis, and his principal occupations have consisted of the directorships mentioned in the preceding sentences. He earned a Bachelor of Science and Master of Accountancy from Brigham Young University. Mr. Kane's experience auditing financial statements at Ernst & Young LLP, directorships with other public companies, and experience as CFO of a health care software technology company led our Board of Directors to conclude that he should serve as a director. Our Board of Directors chose Mr. Kane to serve as a director and chairman of the audit committee because of his financial and accounting skills and experience related to auditing financial statements.

Jacqueline B. Kosecoff, Ph.D. has served as a member of our Board of Directors since June 2012. Dr. Kosecoff is a Managing Partner at Moriah Partners, LLC, a private equity firm investing in health care, security, and sport industries with a focus on software, content, and services. She also serves as a senior advisor to Warburg Pincus and is on the Executive Advisory Board of SAP America. Prior to this role, she served as a Senior Advisor from December 2011 to February 2012 at Optum, a leading information and technology-enabled health services business of UnitedHealth Group, consisting of OptumHealth, OptumInsight, and OptumRx and representing over 30,000 employees worldwide who focus on population health management, care delivery, and improving all of the clinical and operating elements of the health system. Dr. Kosecoff served as CEO of OptumRx, a leader in the delivery, clinical management and affordability of prescription medications and consumer health products, from 2007 to 2011 and CEO of Ovations Pharmacy Solutions Division, a UnitedHealth Group company, from 2005 to 2007. She has served as a consultant to the World Health Organization's Global Quality Assessment Programs, on the Institute of Medicine's Board of Health Care Services, the RAND Graduate School's Board of Governors, and on the board of directors of CareFusion Corporation, Sealed Air Corporation, and STERIS Corporation. Dr. Kosecoff served as a professor at the School of Medicine and Public Health at the University of California, Los Angeles (UCLA). Dr. Kosecoff holds a B.A. from UCLA, an M.S. in Applied Mathematics from Brown University, and a Ph.D. in Research Methods from UCLA. Dr. Kosecoff's experience as a seasoned health care executive and deep expertise in care coordination and data management led our Board of Directors to conclude that she should serve as a director.

James L. Mann has served as a member of our Board of Directors since 2006. Mr. Mann served as Chairman of the Board of Directors of SunGard Data Systems Inc. from 1987 to 2005 and as Director from 1983 to 2005 and from 2006 to the 2013. Mr. Mann served as SunGard's CEO from 1986 to 2002, President from 1986 to 2000, and Chief Operating Officer ("COO") from 1983 to 1985. From 2005 through August 2011, Mr. Mann was employed by SunGard in an advisory capacity. Mr. Mann previously served as President and COO of Bradford National Corp. Mr. Mann obtained a Bachelor of Science in Business Administration from Wichita State University. Mr. Mann's experience as CEO and COO of SunGard, including his skills in leading a company through rapid growth, acquisitions, and developing corporate strategy led our Board of Directors to conclude that he should serve as a director.

David E. Robinson has served as a member of our Board of Directors since January 2011. He served as our Executive Vice President and COO from February 2009 to July 2010 and as an executive advisor from July 2010 to

December 2010. Mr. Robinson served as the Executive Vice President of SunGard Data Systems Inc., a global leader in software and processing solutions for financial services, higher education, and the public sector, which position he held from 2002 to 2004. Mr. Robinson served as Senior Vice President of SunGard from 2000 to 2002, as a Group CEO of SunGard Investment Systems from 1997 to 2000, and as President of SunGard Investment Systems from 1993 to 1997. Mr. Robinson holds an M.B.A. from the University of Chicago, a Masters in Chemical Engineering from the University of Rochester, and a Bachelor of Science in Chemical Engineering from Carnegie

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Mellon University. Mr. Robinson's experience as our COO and leading technology organizations led our Board of Directors to conclude that he should serve as a director.

Timothy M. Adams has served as our Senior Vice President and CFO since January 2010. Prior to joining us, he served as Chief Investment Officer at Constitution Medical Investors, Inc., a private investment firm focused on health care-sector-related acquisitions and investments, as well as Senior Vice President of Corporate Strategy for Keystone Dental, Inc., a provider of dental health products and solutions. From November 2007 to April 2008, he served as the CFO, Senior Vice President, Treasurer, and Assistant Secretary of Orthofix International N.V., a diversified orthopedic products company. From 2004 to 2007, Mr. Adams served as CFO and Treasurer of Cytyc Corporation, a global medical device and diagnostics health company. He worked for seven years in the audit practice at Price Waterhouse and is a Certified Public Accountant. Mr. Adams obtained his Bachelor of Science from Murray State University and his M.B.A. from Boston University.

Rob Cosinuke has served as our Senior Vice President and Chief Marketing Officer since December 2007. Mr. Cosinuke was a co-founder of Digitas, LLC in 1991. Digitas is a leading interactive and database marketing advertising agency and was acquired by Publicis Group SA in February of 2007. From 1991 to 2006, Mr. Cosinuke was employed by Digitas, most recently as President of Digitas, Boston. He also served as President of Global Capabilities, Digitas. Mr. Cosinuke has a Bachelor of Arts from Haverford College and an M.B.A. from Harvard Business School.

Stephen N. Kahane, M.D., M.S. has served as President of our Enterprise Services Group since February 2011. Dr. Kahane's career spans more than 30 years across companies that have delivered health care IT and automation solutions for physician practices, hospitals, and integrated delivery networks. Prior to joining us, Dr. Kahane was CEO of AMICAS, Inc., an image and information management solutions company. Dr. Kahane's experience also includes roles as CEO of VitalWorks, CEO of Datamedic, and Medical Director and System Development Director of Information at Johns Hopkins Medical Institution. Dr. Kahane holds an M.S. in Computer Science from Johns Hopkins University and an M.D. from Emory University.

Daniel H. Orenstein has served as our Senior Vice President, General Counsel, and Secretary since July 2010. He served as Vice President, General Counsel, and Secretary from July 2008 to July 2010, Deputy General Counsel from 2006 to June 2008, and Chief Integrity Officer from 2005 to 2006. Prior to joining us, he practiced in the areas of corporate, intellectual property, and health care law with McDermott, Will & Emery and Goulston & Storrs in Boston and Powers, Pyles, Sutter & Verville in Washington, D.C. Mr. Orenstein obtained a Bachelor of Arts from Columbia University and a J.D. from the Georgetown University Law Center. He is an active member of the Health Information and Technology Practice Group of the American Health Lawyers Association.

Ed Park has served as our Executive Vice President and COO since July 2010. He served as our Chief Technology Officer from March 2007 to June 2010 and as Chief Software Architect from 1998 to March 2007. Mr. Park serves on the board of Castlight Health, Inc., Healthpoint Services Pvt Ltd, and Kyruus, Inc. Prior to joining us, Mr. Park was a consultant for Viant, Inc. Mr. Park obtained a Bachelor of Arts magna cum laude from Harvard College in Computer Science.

RELATED PERSON TRANSACTIONS

Policies for Approval of Related Person Transactions

Our Board of Directors has adopted a written policy that sets forth the policies and procedures to review and approve transactions, contracts, or other legal or business arrangements with directors, director nominees, executive officers, holders of more than five percent of our voting securities, and the immediate family members of any of these persons, each of which we refer to as a "related person." Our Board of Directors determined that our audit committee should administer the policy, since the audit committee also acts as our qualified legal compliance committee and as such oversees our regulatory compliance programs and procedures. Any amendments, modifications or supplements to the policy are recommended by our audit committee and subject to final approval by our Board of Directors.

Our policy requires that we create a list of related persons and all entities in which a related person is an employee, acts as a director or executive officer, or holds more than five percent of ownership interest, each such entity we refer to as a "related person affiliate." The list is updated at least annually and is maintained by our CFO. The list is made available, at the direction of our CFO, to appropriate regulatory, marketing, and operations (including finance)

employees and executives who are involved or familiar with the transactions, contracts, or other legal or business arrangements that we have entered into or propose to enter into from time to time with third parties. These personnel then cross-check the parties involved in any such transactions against the related person transaction list. If it is determined that we have entered into or are proposing to enter into any transaction or arrangement (including

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any modification or addition to an existing contract or arrangement) with a related person or related person affiliate, our CFO is notified.

Once notified, our CFO, together with legal counsel, will review the appropriate NASDAQ rules, SEC rules, our corporate governance guidelines and any other applicable rules and determine whether the contemplated transaction or arrangement requires the review or approval of the Board of Directors or any committee thereof. For example, under applicable NASDAQ Marketplace Rules, transactions between us and such persons in excess of $120,000 must be reviewed by our audit committee or another independent body of our Board of Directors. In addition, our compensation committee charter requires that compensation arrangements with our executive officers be approved by our compensation committee. No transaction or arrangement with a related person or related person affiliate may be entered into unless the CFO has either (i) specifically confirmed that no further review or approval as described above is necessary or (ii) specifically confirmed that all requisite reviews and approvals necessary to enter into that transaction or arrangement have been obtained.

Our policy is intended to identify related person transactions prior to their consummation. However, if for any reason we enter into a transaction or arrangement without recognizing that such transaction or arrangement constituted a related party transaction, our CFO is notified. The procedure described above is then followed in order to determine whether (i) further review and ratification is necessary as described above or (ii) all requisite reviews and approvals necessary to enter into such transaction or arrangement have been obtained.

If our CFO determines that our Board of Directors or an independent committee thereof is required to review or approve (or ratify) a transaction as described above, that transaction will be presented to our Board of Directors or an appropriate committee, as the case may be, for review and approval. In the absence of any specific legal requirement that such transaction be reviewed or approved by our Board of Directors or a specific committee, it is expected that in most circumstances the transaction will be submitted to our audit committee.

In considering any related person transactions, our directors consider the facts and circumstances regarding such transaction, including, among other things, the amounts involved, the relationship of the related person with us, and the terms that would be available in a similar transaction with an unaffiliated third party. The directors also consider their fiduciary duties, our obligations under applicable securities law, including disclosure obligations and director independence rules, and other applicable law in evaluating any related person transaction.

Transactions with Related Persons

Based on a review of the transactions and arrangements between us and any related person or related person affiliate, we have determined that we were not a party to any transaction or arrangement in which any related person or related person affiliate has a direct or indirect material interest during the year ended December 31, 2013.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors and persons who beneficially own more than 10% of our outstanding common stock (collectively, “Reporting Persons”) to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Reporting Persons are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of such reports received or written representations from certain Reporting Persons during the fiscal year ended December 31, 2013, we believe that all Reporting Persons complied with all Section 16(a) reporting requirements except for late Form 4 filings made on behalf of each of our executive officers (other than Mr. Bush) covering the annual grant of RSUs and withholding of shares to cover tax obligations on March 1, 2013, which reports were filed on March 7, 2013.

CORPORATE GOVERNANCE

Board Independence

The Board of Directors has determined that each of the directors, except for Mr. Bush, as CEO, has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is “independent” within the meaning of our director independence standards and the director independence standards of NASDAQ and the SEC. Furthermore, the Board of Directors has determined that each member of each of the committees of the Board of Directors is independent within the meaning of NASDAQ’s, the SEC’s, and our applicable committee independence standards, including Rule 10a-3(b)(1) under the Exchange Act. In making that determination, the Board of Directors considered all relevant facts and circumstances, including (but not limited to)

the director's commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships. In addition, at least a majority of the members of the Board of Directors meet the independence standards of the NASDAQ Marketplace Rules.

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At least annually, the Board of Directors evaluates all relationships between us and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director. Based on this evaluation, the Board of Directors makes an annual determination of whether each director is independent within the meaning of NASDAQ's, the SEC's, and our independence standards.

Code of Ethics

We have adopted a code of ethics, which we call our code of conduct, that applies to all of our employees, officers, and directors, including those officers responsible for financial reporting. The current version of the code of conduct is available in the corporate governance section of our website at http://investors.athenahealth.com/corporate-governance/governance.cfm. A copy of the code of conduct may also be obtained, free of charge, upon a request directed to: athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472, Attention: Secretary. We intend to disclose any amendment or waiver of a provision of the code of conduct that applies to our principal executive officer, principal financial officer, principal accounting officer, or controller, or persons performing similar functions, by posting such information on our website (available at http://www.athenahealth.com) or in our public filings with the SEC.

Corporate Governance Guidelines

The Board of Directors has adopted corporate governance guidelines to assist and guide its members in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, NASDAQ, and our Certificate of Incorporation and By-laws. Our corporate governance guidelines are available in the corporate governance section of our website at http://investors.athenahealth.com/corporate-governance/governance.cfm. Although these corporate governance guidelines have been approved by the Board of Directors, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory, or exchange requirements as they currently exist will be deemed to be modified as and to the extent that such legal, regulatory, or exchange requirements are modified. In addition, the guidelines may also be amended by the Board of Directors at any time as it deems appropriate.

Majority Voting Policy

In 2011, the Board of Directors revised our corporate governance guidelines by adopting a majority voting policy. This policy requires that any director nominee in an uncontested election be elected by a majority of the votes cast in that election. If a director nominee in such an election does not receive a greater number of votes "for" his or her election than votes "withheld" from such election, that director must promptly submit his or her resignation to the Board of Directors. The nominating and corporate governance committee will then consider all relevant facts and circumstances and recommend to the Board of Directors the action to be taken in regard to such resignation. No later than 90 days following the final tabulation of the shareholders' vote in that election, the Board of Directors must act on the submitted resignation and the recommendation of the nominating and corporate governance committee and disclose its decision regarding whether to accept the nominee's resignation (or the reasons for rejecting the resignation, if applicable), as well as the decision-making process followed, in a Form 8-K furnished to the SEC.

Board and Committee Meetings

The Board of Directors meets on a regularly scheduled basis during the year to review significant developments affecting us and to act on matters requiring their approval. It also holds special meetings when important matters require action between scheduled meetings. Members of senior management regularly attend meetings to report on and discuss their areas of responsibility. During fiscal 2013, the Board of Directors held fourteen meetings and acted by unanimous written consent once. The Board of Directors has three standing committees:

- the audit committee, which held nine meetings in fiscal 2013;
- the compensation committee, which held eight meetings in fiscal 2013 and acted by unanimous written consent four times; and
- the nominating and corporate governance committee, which held five meetings in fiscal 2013.

Each of the incumbent directors of the Board of Directors attended at least 75% of the aggregate of all meetings of the Board of Directors and all meetings of committees of the Board of Directors upon which they served (during the

periods that they served) during 2013. The Board of Directors held at least two executive sessions of the independent directors during 2013. Executive sessions do not include employee directors or directors who do not

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qualify as independent under NASDAQ and SEC rules. The lead director, Mr. Hull, presides as chair of such executive sessions.

Annual Meeting Attendance

It is our policy that members of the Board of Directors are encouraged to attend annual meetings of our shareholders. Three directors attended last year's annual meeting of shareholders.

Committees

Our By-laws provide that the Board of Directors may delegate responsibility to committees. The Board of Directors has three standing committees: an audit committee, a compensation committee, and a nominating and corporate governance committee. The Board of Directors has also adopted a written charter for each of the three standing committees. Each committee charter is available in the corporate governance section our website at http://investors.athenahealth.com/corporate-governance/governance.cfm.

The table below shows the composition of the standing committees of the Board of Directors.

Director	Audit	Compensation	Nominating and Corporate Governance
Amy Abernethy	Member		
Jonathan Bush			
Brandon Hull	Member		
Dev Ittycheria		Member	Chair
John A. Kane	Chair		
Jacqueline B. Kosecoff		Member	Member
James L. Mann		Chair	Member
David E. Robinson	Member		

Audit Committee

Dr. Abernethy and Messrs. Hull, Kane, and Robinson currently serve on the audit committee. Mr. Kane is the chairman of our audit committee. The Board of Directors has also determined that each member of the audit committee is independent within the meaning of NASDAQ's and our director independence standards and the SEC's heightened director independence standards for audit committee members, including Rule 10A-3(b)(1) under the Exchange Act. We have determined that each of the members of the audit committee is financially sophisticated and is able to read and understand consolidated financial statements and that Mr. Kane is an "audit committee financial expert" as defined in the Exchange Act. Mr. Kane qualifies as an "audit committee financial expert" due to his experience auditing financial statements, directorships with other public companies, and experience as a CFO, as further described above in the section entitled "Directors and Executive Officers." The audit committee's responsibilities include:

- overseeing our regulatory compliance programs and procedures;
- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving audit and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting related complaints and concerns; and
- preparing the audit committee report required by SEC rules to be included in our annual Proxy Statement.

Compensation Committee

Messrs. Ittycheria and Mann and Dr. Kosecoff currently serve on the compensation committee. Mr. Mann is the chairman of our compensation committee. The Board of Directors has determined that each member of the compensation committee is independent within the meaning of NASDAQ's, the SEC's, and our director

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independence standards. In addition, each member of the compensation committee is an "outside director" as defined in Section 162(m) of the Internal Revenue Code and a "non-employee" director for purposes of Exchange Act Rule 16b-3. The compensation committee's responsibilities include:

- annually reviewing and approving corporate goals and objectives relevant to compensation of our CEO;
- evaluating the performance of our CEO in light of such corporate goals and objectives and determining the compensation of our CEO, including considering the results of the most recent shareholder advisory vote on the compensation of our named executive officers (a "say-on-pay vote");
- reviewing and approving the compensation of our other executive officers;
- establishing and reviewing our compensation philosophy and policy;
- reviewing and recommending to the Board of Directors for approval the frequency with which we will conduct say-on-pay votes, taking into account the results of the most recent shareholder advisory vote on the frequency of the say-on-pay vote, and reviewing and approving the proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Proxy Statement;
- overseeing and administering our stock plans, employment agreements, severance arrangements, change in control agreements or provisions, and any special or supplemental benefits; and
- appointment, compensation, and oversight of the work of any compensation adviser retained by the compensation committee.

The compensation committee may delegate its authority to one or more subcommittees or to one member of the compensation committee. The compensation committee has the authority to engage independent advisers to assist it in carrying out its responsibilities and the sole authority to approve any such adviser's fees and other retention terms. For a description of the compensation committee's processes and procedures for the consideration and determination of executive compensation, please see the section entitled "Compensation Discussion and Analysis" below.

Nominating and Corporate Governance Committee

Messrs. Ittycheria and Mann and Dr. Kosecoff currently serve on the nominating and corporate governance committee. Mr. Ittycheria is the chairman of our nominating and corporate governance committee. The Board of Directors has determined that each member of the nominating and corporate governance committee is independent within the meaning of NASDAQ's, the SEC's and our director independence standards. The nominating and corporate governance committee's responsibilities include:

- developing and recommending to the Board of Directors criteria for selecting members of the Board of Directors and its committees;
- establishing procedures for identifying and evaluating director candidates, including nominees recommended by shareholders;
- identifying individuals qualified to become members of the Board of Directors;
- recommending to the Board of Directors the persons to be nominated for election as directors and to each committee of the Board of Directors;
- developing and recommending to the Board of Directors a code of business conduct and ethics and a set of corporate governance guidelines; and
- overseeing the evaluation of the Board of Directors and its committees and management.

Director Nominations

The Board of Directors has adopted a policy governing director nominations which is available on the corporate governance section of our website at http://investors.athenahealth.com/corporate-governance/governance.cfm. The process for identifying and evaluating nominees for the Board of Directors, including nominees recommended by shareholders, is as follows: the nominating and corporate governance committee will: (1) solicit recommendations; (2) review and evaluate the qualifications of any proposed director candidate and conduct inquiries it deems appropriate; (3) evaluate all proposed director candidates in the same manner; (4) consider any proposed director candidate who is deemed qualified in light of the minimum qualifications; and (5) consider, in addition to the minimum qualifications, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, and the needs of the Board of Directors.

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In 2013, we engaged a third-party search firm to assist in identifying, screening, retaining, and successfully nominating and electing a new member to the Board of Directors. We paid this third-party search firm fees of $80,000 in the aggregate. Our nominating and corporate governance committee provided the third-party search firm with certain capabilities and competencies that the Board of Directors seeks in potential nominees. Based on this information, the search firm compiled a list of candidates and the nominating and corporate governance committee reviewed and evaluated the list, meeting with candidates, as needed, and subsequently made recommendations to the Board of Directors. Dr. Abernethy was recommended as a nominee by this third-party search firm acting on behalf of the nominating and corporate governance committee.

Minimum Qualifications

The nominating and corporate governance committee will consider the following, and any other qualifications, skills, and attributes it deems appropriate, when recommending candidates to be nominated for election as directors and for appointment to any committee of the Board of Directors. Each nominee shall:

- have experience at a strategic or policymaking level in a business, government, non-profit, or academic organization of high standing;
- be highly accomplished in his or her respective field, with superior credentials and recognition;
- exhibit high standards of integrity, commitment, and independence of thought and judgment;
- have significant business or professional experience or demonstrate an exceptional understanding of our industry or other disciplines relevant to our business;
- have sufficient time and availability to devote to athenahealth's affairs, particularly in light of the number of boards on which the nominee may serve; and
- to the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board meetings.

While we do not have a policy with regard to the consideration of diversity in identifying director nominees, in identifying and evaluating proposed director candidates, the nominating and corporate governance committee considers, in addition to the minimum qualifications and other criteria for Board of Directors membership approved by the Board of Directors from time to time, whether, if elected, the nominee assists in achieving a mix of board members that represents a diversity of race, ethnicity, gender, age, background, and professional experience.

Shareholder Recommendations

Shareholders may submit recommendations for director candidates to the nominating and corporate governance committee by sending the individual's name and qualifications to our Secretary at: athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472. Our Secretary will forward all such recommendations to the nominating and corporate governance committee. The nominating and corporate governance committee will evaluate any candidates recommended by shareholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

Shareholder Communications

The Board of Directors provides to every shareholder the ability to communicate with the Board of Directors, as a whole, and with individual directors on the Board of Directors through an established process for shareholder communications. For a shareholder communication directed to the Board of Directors as a whole, shareholders may send such communication to the attention of the Chairman of the Board of Directors via U.S. Mail or Expedited Delivery Service to: c/o athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472.

For a shareholder communication directed to an individual director in his or her capacity as a member of the Board of Directors, shareholders may send such communication to the attention of the individual director via U.S. Mail or Expedited Delivery Service to: c/o athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472.

We will forward by U.S. Mail any such shareholder communication to each director, and the Chairman of the Board of Directors in his or her capacity as a representative of the Board of Directors, to whom such shareholder communication is addressed to the address specified by each such director and the Chairman of the Board of Directors, unless there are safety or security concerns that mitigate against further transmission.

Board Leadership Structure

The Board of Directors believes that our board leadership structure — a combined Chairman of the Board of Directors and CEO, a lead director, and committees led by independent directors — is the most appropriate for us

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at this time. Jonathan Bush serves as our CEO and Chairman of the Board of Directors. The Board of Directors believes that Mr. Bush is the director most capable of identifying strategic priorities, leading critical discussions, and executing our strategy and business plans and, therefore, he is best suited to serve as Chairman of the Board of Directors. In addition to the extensive knowledge of the challenges we face possessed by Mr. Bush and his years of experience guiding athenahealth through rapid growth, the independent directors bring their own significant outside experiences, oversight, and expertise. The Board of Directors elects a lead director to preside as chair of the executive sessions of the independent directors, in addition to performing the following responsibilities:

- assist the Chairman of the Board of Directors in developing agendas for Board of Directors meetings and provide input for committee agendas;
- develop agendas and chair executive sessions of the independent directors;
- call special meetings of the independent directors;
- brief the Chairman of the Board of Directors and our Secretary on issues discussed during the independent directors executive sessions;
- facilitate discussion among independent directors on key issues and concerns outside of Board of Directors meetings;
- communicate independent directors concerns to the Board of Directors;
- interview director nominee candidates and make recommendations to the nominating and corporate governance committee;
- be available for consultation and direct communications with shareholders, regulators, and other third parties; and
- be available for additional responsibilities from time to time as determined by the Board of Directors.

Board’s Role in Risk Oversight

The Board of Directors oversees our risk management process, designed to support the achievement of our strategic and organizational objectives, to improve long-term organizational performance and enhance shareholder value. Management is responsible for the day-to-day risk management, including conducting an annual assessment of the adequacy and effectiveness of our processes for controlling activities and managing risk, categorizing the relevant risks, and identifying contributing and mitigating factors.

While the Board of Directors has the ultimate responsibility for risk management oversight, the Board of Directors delegates the majority of the administration of its risk oversight function to the audit committee. The annual risk assessment is presented to the audit committee by management, and it determines whether our processes require modification or enhancement. The Chief Audit Officer, who reports directly to the audit committee, leads the internal audit department that helps evaluate and improve the effectiveness of risk management in conjunction with our legal department. The audit committee reviews with management significant business and financial risks and exposures and our guidelines, policies, and measures for assessing and managing these risks and exposures. These risks may be reviewed at regularly scheduled meetings or at special meetings depending on the timing and magnitude of the risk. Management may consult with the audit committee or the chairman of the audit committee to discuss modifications or enhancements to our risk management processes. We complement the internal audit department with a strong compliance function and a compliance committee. The audit committee oversees the compliance committee, which assesses legal and regulatory risks that we face and assists the Board of Directors in its oversight of our compliance program.

The Board of Directors monitors and manages operational and competitive risks through management updates at the regularly scheduled board meetings. Management provides periodic updates on business units and on our long-term goals and mission. The board agenda is tailored to address significant developments that may present risks, such as new government regulations.

The compensation committee reviews our compensation programs to determine whether they are appropriate, properly coordinated and achieve their intended purpose, including furthering our strategic plans and objectives. This review includes understanding and assessing the risk introduced by the compensation programs, as discussed in more detail below.

The nominating and corporate governance committee oversees the risks associated with our governance through assessing the adequacy of our code of conduct and corporate governance guidelines, and by its succession planning process.

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Risks Related to Compensation Policies and Practices

Our compensation committee reviews and evaluates potential risks related to our compensation policies and practices for our employees, including our executive officers. The components of compensation are generally the same for all employees: base salary, cash bonuses, and equity awards for some employees. We assess the competitiveness of compensation at all levels based on external and internal market surveys.

Base Pay is designed to provide steady income regardless of pre-established performance objectives or our stock price performance which allows employees to be compensated without heavy reliance on appreciation of our stock's value or business results beyond their control.

Cash Bonuses are based on pre-established performance objectives. For our executive officers, these awards are based on the scorecards discussed below, and for non-executive employees these awards are based on individual goals associated with their division set by each employee and the employee's manager. The overall bonus pool is funded based on corporate scorecard results, and the funding is increased or decreased based on our performance against the corporate scorecard. Setting individual and corporate performance objectives for cash bonuses helps align employees' goals with our business plan. Goals and performance objectives can be adjusted annually to address areas of particular concern and risks to athenahealth.

Equity Awards align our employees' interests with the interest of our shareholders, help attract new employees, and motivate and retain current employees for future performance. Typically, equity awards vest over four years.

We structure our compensation programs to address company-wide risk. This is accomplished in part by tying compensation to our scorecards and individual-specific goals and objectives. Scorecards and employee's goals can be adjusted annually to address risks identified in the annual risk assessment conducted by management and presented to the audit committee. We also use a mix of different compensation elements to balance short-term versus long-term awards to align compensation with our business strategy and our shareholders' interests. In 2014, management presented potential risks and mitigating factors related to our compensation policies and practices, which the compensation committee reviewed. We believe the combination of base pay, cash bonuses tied to performance objectives, and equity awards with four year vesting periods is balanced and serves to motivate our employees to accomplish our business plan without creating risks that are reasonably likely to have a material adverse effect on us.

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COMPENSATION DISCUSSION AND ANALYSIS

This section discusses the compensation of our CEO, CFO, and the three most highly compensated executive officers (other than our CEO and CFO) who were serving as executive officers as of December 31, 2013. For 2013, these individuals (referred to as the "NEOs") were:

Jonathan Bush	Chief Executive Officer, President, and Chairman of the Board of Directors
Timothy M. Adams	Senior Vice President and Chief Financial Officer
Rob Cosinuke	Senior Vice President and Chief Marketing Officer
Stephen N. Kahane	President, Enterprise Services Group
Ed Park	Executive Vice President and Chief Operating Officer

Executive Summary

At our 2013 annual meeting of shareholders, approximately 52% of the votes cast on the shareholder advisory vote on executive compensation were voted in favor of the 2012 compensation of our NEOs. While we obtained majority support, the Board of Directors recognized that these results deviated significantly from the historical support for our executive compensation program (93% in 2011 and 99% in 2010), and from what it considered to be satisfactory.

As a result of the Board of Directors' disappointment in the vote result and in recognition of the need to better understand the views of our shareholders on our executive compensation program, our compensation committee directed us to contact our major shareholders to gather feedback on their concerns. Subsequently, Timothy M. Adams, our Senior Vice President and CFO, and Dana Quattrochi, our Executive Director of Investor Relations, engaged in a concerted and sustained dialogue with our shareholders, including our major institutional shareholders which, in the aggregate, own more than 70% of the outstanding shares of our common stock. These discussions addressed potential changes to our executive compensation program as well as our current equity compensation practices. From these discussions, we learned that the primary reason for the unfavorable vote on our say-on-pay proposal was that our shareholders either did not support, or did not understand the disclosures concerning, the option to purchase 244,630 shares of our common stock granted to Mr. Bush in 2012.

In response to the feedback listed below from our shareholders that resulted from our outreach efforts, we have taken the following actions:

Feedback	Response
	We modified the option granted to Mr. Bush in 2013, with his consent, as follows: 50% of the shares subject to the option will vest and become exerciseable only if, in 2014, we achieve: 1. revenue growth of 20% or greater over 2013; and 2. non-GAAP gross margin of 50% or greater.
Do not favor "catch up" compensation (that is, compensation intended to realign cumulative equity awards with our compensation peer group)	If earned, half of these shares vest on March 1, 2015, and the remaining half vest in two equal installments on March 1, 2016, and March 1, 2017, subject to his continued service with us through such vesting date; and The remaining 50% of the shares subject to the option will continue to vest in four equal annual installments on the first four anniversaries of the grant date.

Additional information about the modification to the option granted to Mr. Bush in 2013 is included in the "Equity" section beginning on page 25.

Be clear and concise in executive compensation disclosures	We have provided enhanced disclosure about our executive compensation program in this Proxy Statement as follows: an expanded discussion and analysis of the decisions with respect to Mr. Bush's compensation; an enhanced discussion of the compensation peer group selection process; and additional information about our executive compensation policies and practices, including relevant governance-related policies and practices.

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Feedback	Response
Keep executive compensation packages simple and easy-to-understand	Total direct compensation opportunities are consistent with market practices and consist of: (1) base salary, (2) cash bonuses based on scorecard-measured performance, and (3) equity awards in the form of stock options or restricted stock unit awards. Both short-term and long-term incentives are based, in part, on individual performance. We follow a consistent compensation philosophy on an annual basis that is tied to overall corporate and individual performance.
Compensation peer group should be based on industry and size	We strive to select companies within the software and services industry with similar revenues and market capitalization. We have expanded the disclosure about the process by which the compensation committee selects companies in the compensation peer group in this Proxy Statement beginning on page 19.
Performance objectives for long-term incentives should be aligned to internal goals	We select the performance objectives for our performance-based equity awards based on internal goals. For example, we used bookings and revenue attributable to new clients as the objectives in the equity awards granted to our executive officers responsible for our sales functions to drive growth and create shareholder value.
Adopt stock ownership requirements for executive officers and directors	We adopted stock ownership guidelines for our executive officers and the non-employee members of our Board of Directors.
Equity award “burn rate” targets should be tied to company performance and growth	After consideration, our Board of Directors determined that our current equity “burn rate” is reasonable when compared to the practices of our compensation peer group and the cloud-based services industry as a whole. Our gross annual burn rate for 2013 was 3.4% and our three-year average burn rate was 4.0%, which was below the 25th percentile and at the 50th percentile, respectively, of our compensation peer group. Nonetheless, we will continue to monitor our “burn rate” in line with our performance.

Note that the impact of the modifications and enhancements described above are not reflected in the 2013 Summary Compensation Table in this Proxy Statement. Since these modifications were made in response to our 2013 say-on-pay vote, which occurred after the compensation committee had made its executive compensation decisions for 2013, they will not be reflected in the Summary Compensation Table and accompanying narrative information until our 2015 Proxy Statement.

Pay for Performance

Our executive compensation is linked to our performance through use of cash bonuses and equity awards. Cash bonuses are based on our achievement of financial and operational objectives established in our scorecards. While historically our equity awards were subject solely to time-based vesting, beginning in 2011, we introduced performance-based equity awards tied to our achievement of specific corporate goals and objectives in addition to our stock price performance.

Cash Bonuses

We use scorecards with pre-established financial and operational metrics for cash bonuses.

- Corporate Scorecard — Our executive officers (other than our CEO) are eligible to earn a cash bonus (with the target bonus expressed as a percentage of his base salary) based on our performance as measured against our corporate scorecard, which includes 13 metrics in the areas of stability, performance, satisfaction, and financial performance.

For 2013, the corporate scorecard results were 98.2% of target. The bonus percentage earned is adjusted by 2% for every 1% of variance from the corporate scorecard target. Because of this, the bonus percentage for our executive officers (other than our CEO) was decreased by 3.6% due to our actual performance against the targets.

- CEO Scorecard — Our CEO is eligible to earn a cash bonus (with the target bonus expressed as a percentage of his base salary) based on our performance as measured against the CEO scorecard, which includes four metrics: client satisfaction, bookings, revenue, and net income. For 2013, the CEO scorecard results were 96.98% of target. The bonus percentage earned is adjusted by 3% for every 1% of variance from the CEO scorecard target. Because the CEO scorecard was 3.02% below target, the cash bonus paid to Mr. Bush was decreased by 9.06% from the target award.

Equity Awards

We grant time-based and performance-based equity awards. Time-based equity awards tie the compensation of our executive officers to our stock price performance. Performance-based equity awards link compensation of our executive officers to one or more pre-established corporate goals and objectives.

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- Time-Based Equity Awards — Our executive officers receive time-based stock options and RSUs. Typically, these awards vest 25% per year over four years. Time-based awards provide an incentive to increase long-term shareholder value and align our executives' interests with shareholders.
- Performance-Based Equity Awards — Certain executive officers receive performance-based stock options, RSUs, and performance stock units ("PSUs"). The awards vest based upon the attainment of one or more pre-established performance goals, thereby motivating the executive officer to achieve our corporate objectives.

Executive Compensation Policies and Practices

We endeavor to maintain sound governance standards consistent with our executive compensation policies and practices. The compensation committee evaluates our executive compensation program on an ongoing basis to ensure that it is consistent with our short-term and long-term goals given the dynamic nature of our business and the market in which we compete for executive talent. The following policies and practices were in effect during 2013:

- Compensation At-Risk. Our executive compensation program is designed so that a significant portion of compensation is "at risk" based on corporate performance, as well as equity-based to align the interests of our executive officers and shareholders.
- No Retirement Plans. We do not currently offer, nor do we have plans to provide, pension arrangements, retirement plans, or nonqualified deferred compensation plans or arrangements to our executive officers.
- No Special Health or Welfare Benefits. Our executive officers participate in broad-based company-sponsored health and welfare benefits programs on the same basis as our other full-time, salaried employees.
- No Tax Reimbursements for Severance or Change-in-Control Payments or Benefits. We do not provide tax reimbursement payments (including "gross-ups") on any severance or change-in-control payments or benefits or any perquisites or other personal benefits, other than certain travel and meal expenses.
- Compensation Recovery Policy. Our Executive Incentive Plan provides that any annual bonus paid to an executive officer may be recovered if our Board of Directors determines that a significant restatement of our financial results or other metrics for any of the three prior fiscal years is the result of his or her fraud or willful misconduct and his or her annual bonus would have been lower had the results or metrics been properly calculated.
- Stock Ownership Policy. We have adopted a stock ownership policy for our executive officers that requires them to maintain ownership of our common stock with a value equal to a multiple of their annual base salary, depending on position.
- Hedging and Pledging Prohibited. We prohibit our employees from hedging or pledging any company securities.

Roles in the Compensation-Setting Process

Our compensation committee determines executive compensation and oversees our executive compensation program. The compensation committee uses competitive market data as described below as a reference when setting each component of compensation and to make decisions on total target compensation levels. Although the compensation committee reviews and relies on this data in the course of its annual compensation review, the data only provide a reference point. The compensation committee ultimately uses its own business judgment and expertise to determine the appropriate components and levels of compensation for our executive officers. Our compensation committee seeks to construct a compensation structure that is fair relative to compensation paid at similarly situated companies, but skewed slightly higher than industry norms so as to attract highly qualified personnel in a competitive employment environment.

Our compensation committee determines the amount of each compensation component to award to our executive officers, although it continues to rely, in part, upon the advice and recommendations of our CEO, particularly with respect to those executive officers that report directly to him. Our CEO performs an annual assessment of the professional effectiveness of each such executive officer and assigns a performance rating for the executive officer. The compensation committee takes the CEO's performance ratings into consideration when setting executive compensation particularly with respect to setting the target total cash compensation and determining the size of the

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equity awards to grant to our executive officers (other than himself). Our CEO does not participate in, and is not present during, any deliberations or determinations of our compensation committee regarding his compensation or individual performance objectives. Our human resources and legal department staff also provide general administrative support to the compensation committee.

The compensation committee has the sole authority to retain or obtain the advice of a compensation consultant as necessary to assist with its duties, and is responsible for the appointment, compensation, and oversight of the work of any compensation consultant. The compensation committee retained Compensia to serve as its compensation consultant during 2013. Compensia reports directly to the compensation committee. During 2013, Compensia advised the compensation committee on a variety of subjects, including preparing an update to our compensation peer group, conducting a competitive compensation market analysis, preparing a CEO stock ownership analysis, reviewing our equity utilization, analyzing our director compensation program, and providing support with respect to our annual shareholder advisory vote on the compensation of our named executive officers. Other than as described in the preceding sentence, we did not retain Compensia to perform any other services during fiscal 2013.

The compensation committee has considered whether the work of Compensia as a compensation consultant has raised any conflict of interest, taking into account the following factors: (i) the amount of fees from us paid to Compensia as a percentage of its total revenue; (ii) the provision of other services to us by Compensia; (iii) Compensia's policies and procedures that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the individual compensation advisers with any member of the compensation committee; (v) any business or personal relationship of Compensia or the individual compensation advisers employed by Compensia with any of our executive officers; and (vi) any of our stock owned by the individual compensation advisers employed by Compensia. Based on the above factors, our compensation committee has concluded that the work of Compensia and the individual compensation advisers employed by Compensia as compensation consultants to us has not created any conflict of interest. The compensation committee also assesses the independence of any of its compensation advisers consistent with applicable NASDAQ listing standards on an annual basis.

Components of Executive Compensation

Our executive compensation program currently consists of three principal components:

Base Salary	Cash Bonus	Equity
Attracts, retains, and rewards executives for our success	Rewards achievement of both company and individual goals	Attracts and retains key contributors with a focus on longer-term achievement

Our compensation philosophy with respect to each of these components, including the basis for the compensation awarded to each of the NEOs, is discussed below. In addition, although each compensation component is considered separately, the compensation committee takes into account the aggregate compensation package for each executive officer in its determination of each individual component of that package. The compensation committee puts significant weight on those aspects of compensation tied to performance, such as annual cash bonuses based on measurable performance objectives and equity in the form of stock options, RSUs, and PSUs.

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Peer Group

In 2012, the compensation committee engaged Compensia to assist it in updating our compensation peer group. The objective of the peer selection process was to identify a group of approximately 15-20 companies that would provide relevant competitive market data to support effective decision making by the compensation committee. The peer group selection process was:

Identify Initial Population	Refine Based on Sub-Industry Group	Refine Based on Size	Finalize Peer List with Case-by-Case Review
hundreds of potential peers	~ 450 companies	~ 50 companies	20 peers
	Sub-Industries targeted include:		
Primarily Information Technology GICS Sectors	Application Software	Revenue: 0.33x - 3x of our trailing 12 month revenue of $376 million	Comparable business models and product strategy
Revenue range from $50 million to $3 billion	Healthcare Technology	Market Capitalization: 0.33x - 3x of our market capitalization of $3.3 billion	High, sustained growth
US headquartered	Internet Software & Services		Profitability
	Software		

The key factors that were considered when identifying peers were revenue and market capitalization, which the compensation committee determined were the most effective indicators of the size and complexity of our business and were highly correlated with cash and equity pay levels. However, due to our sustained growth and industry, it was difficult to identify companies that are a good fit in both revenue and market capitalization. Seven of our prior compensation peers had been acquired (Blackboard, Cybersource, Eclipsys, Phase Forward, SuccessFactors, Taleo, and Transcend Services) and we were positioned near the top in the market capitalization and revenue among the remaining prior compensation peers. The changes to our compensation peer group were intended to position us near the median in both revenue and market capitalization, and maximize the alignment of each peer company with our characteristics as a company. Our compensation peer group for 2013 was:

Company	Revenue ($MM)(1)	Market Capitalization ($MM)(2)
Advent Software	347	1,220
ANSYS	752	6,701
Ariba	517	4,565
CommVault Systems	426	2,385
Concur Technologies	417	4,102
Constant Contact	234	632
DealerTrack Holdings	375	1,194
Fortinet	483	4,323
HMS Holdings	419	2,900
MedAssets	613	1,037
Medidata Solutions	197	961
MicroStrategy	589	1,409
NetSuite	269	4,061
Qlik Technologies	349	2,027
Quality Systems	448	1,134
ServiceNow	159	4,237
SolarWinds	233	4,359
The Ultimate Software Group	298	2,697

TIBCO Software	992	5,232
TripAdvisor	699	5,023
75th Percentile	535	4,332
50th Percentile	418	2,798
athenahealth	376	3,312

(1) Revenue represents the trailing 12-month revenue through September 10, 2012.
(2) Market capitalization is as of September 10, 2012.

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Setting Compensation

Our compensation committee has designed our compensation programs to attract and retain highly talented executives to manage rapid growth and innovation in a competitive industry. We seek to maintain a performance-oriented culture and a compensation approach that rewards our executives when we achieve our goals and objectives. For competitive positioning purposes, our compensation committee compares the compensation levels of our NEOs against their counterparts at the companies in the compensation peer group. Our compensation committee uses this competitive market data as a reference point when setting executive compensation. The compensation committee sets target compensation based on individual and company performance and job level.

CEO

In recognition of our strong sustained financial and operational performance, both in the short-term and long-term, under his leadership, the compensation committee decided that above-market target pay opportunities were warranted for Mr. Bush. For 2013, our compensation committee set Mr. Bush's base salary with reference to the 60th percentile of the competitive market data and his target total cash compensation with reference to the 75th percentile of such data based on its determination that:

- the financial and operational performance objectives contained in the CEO scorecard were aggressive and difficult to achieve; and
- he should be rewarded with total cash compensation at a high level relative to the competitive market for outstanding performance (that is, 100% achievement of the CEO scorecard targets).

Additionally, based on our superior performance from our initial public offering through 2012, our compensation committee set Mr. Bush's equity compensation with reference to the 75th percentile of the competitive market data on a cumulative basis as discussed in more detail in the "Equity" section.

Other NEOs

Each year, our CEO assesses the performance of each NEO (other than himself) and determines an individual performance rating of "below," "meets," or "exceeds." These ratings are based on his subjective assessment of the professional effectiveness and capabilities of these executive officers and the nature and scope of their areas of responsibility. These ratings are intended to reflect the following performance evaluations:

- Below means having an "off year" relative to already high performance expectations for individual goals and/or role level competencies with anticipation for remediation and improvement in the subsequent period.
- Meets means performance that goes beyond satisfactory performance and reflects a level of achievement that is in line with our already high expectations for job level competencies and attainment of individual performance goals given our competitive industry and the level of performance required to sustain our rapid growth.
- Exceeds means achieving results above and beyond expectations on individual goals assigned and competencies for job level.

Our compensation committee takes into account each executive officer's individual performance rating and job level when setting target compensation levels. Given the competitive nature of our industry and strong company performance, our compensation committee strives to position target total cash compensation and target total direct compensation above the median of the competitive market data. To provide additional incentive to motivate and retain superior performers, the compensation committee positions target total cash compensation and target total direct compensation at a higher level for executive officers who receive an "exceeds" rating. Our compensation committee positions target total cash compensation and target total direct compensation above the median of the competitive market data because it believes that:

- the financial and operational performance objectives contained in the corporate scorecard are stretch goals;
- above-average variable pay positioning enables us to attract and retain the strongest qualified talent in a highly competitive market; and
- the positioning is consistent with our compensation philosophy which emphasizes variable compensation (that is, cash bonus and equity) as a means of providing above-market rewards for superior performance while maintaining significant downside risk for performance below the target levels.

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For 2013, the compensation committee set the following targets (expressed as a percentage of base salary) based on position and individual performance appraisal rating:

Position		Below	Meets	Exceeds
EVP	Cash Bonus	50%	70%	80%
	Equity	220%	300%	400%
SVP	Cash Bonus	40%	60%	70%
	Equity	55%	220%	300%

For cash bonuses, the prior year's individual performance rating sets the current year target compensation levels. For example, if a NEO received a "below" for 2012 performance, their target cash bonus would be as set forth above under the "below" column, and would be adjusted up or down and paid out quarterly based upon 2013 corporate scorecard results. However, for equity awards, the current year's individual performance rating determines the equity award for that year, which awards are typically granted in the following year.

Base Salary

In 2013, the compensation committee reviewed Mr. Bush's total cash compensation target and since his current base salary was above the 60th percentile of the competitive market data and his total cash compensation target aligned to the 75th percentile, it was determined to leave his base salary unchanged. Similarly, for NEOs (other than Mr. Bush), their base salary is focused on aligning their total target cash compensation above the median of the competitive market data for a "meets" individual performance rating and at a higher level for an "exceeds" individual performance rating. Upon the recommendation of our CEO, the compensation committee decided to increase Mr. Adams' and Mr. Park's base salaries based on the nature and scope of their areas of responsibility and to better align their total cash compensation package with our pay philosophy. The compensation committee left the remainder of the NEOs' base salaries unchanged. The following table sets forth the base salaries of the NEOs for 2012 and 2013:

Executive	2012 Base Salary(1)	2013 Base Salary(1)	Percentage Increase	
Jonathan Bush	$540,000	$540,000	—	%
Timothy M. Adams	321,300	350,000	8.9	%
Rob Cosinuke	300,000	300,000	—	%
Stephen N. Kahane	300,000	300,000	—	%
Ed Park	300,000	350,000	16.7	%

(1) The amounts reported represent base salaries on an annualized basis. Due to our payroll schedule and the timing of base salary adjustments, the amounts actually paid may vary from these figures.

Cash Bonus

We use our Executive Incentive Plan, an annual cash incentive compensation plan, to motivate and reward our executive officers, including the NEOs, for achieving our short-term financial and operational objectives while making progress towards our longer-term growth and business goals. We measure our corporate performance based on balanced scorecards. We believe that this approach has been a highly effective way to track and evaluate our performance year-over-year which enables us to both focus on our short-term objectives while, at the same time, measuring key performance indicators required for long-term success. Since we use this approach to track and evaluate our corporate performance, our compensation committee has elected to use similar scorecards to determine the cash bonuses for our executive officers, thereby aligning their annual incentive compensation with our financial and operational objectives.

Pursuant to the Executive Incentive Plan, each year the compensation committee establishes cash bonus awards for our executive officers, including the NEOs, expressed as a percentage of their base salary. In the case of our CEO, his maximum bonus award is equal to 300% of his annual base salary, while in the case of the other NEOs, their maximum bonus award is equal to 100% of their annual base salary.

In addition, the compensation committee also sets threshold goals, which represent a minimum level of performance that must be achieved before our executive officers can earn any cash bonus for the year. If any of these pre-established threshold goals is achieved, then each executive officer is eligible to earn his maximum cash bonus

award. This maximum award is then subject to reduction (but not increase) by the compensation committee based on its assessment of each executive officer's performance for the year based on the results of his or her

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scorecard. If none of the pre-established threshold goals is achieved, no cash bonuses will be paid for the year under the Executive Incentive Plan.

Target Award

Our compensation committee sets a target cash bonus award for each NEO (which is expressed as a percentage of the NEO's base salary). The target cash bonus award is the amount that would be earned upon achievement of 100% of the scorecard results (provided that any threshold goal is achieved).

In 2013, the target cash bonus award for our CEO was determined based on the compensation committee's intent to set his target total cash compensation with reference to the 75th percentile of the competitive market data. Since his total cash compensation target for 2012 of $1,080,000 was already close to the 75th percentile, the compensation committee decided to leave his target total cash compensation unchanged for 2013.

For the other NEOs, the target cash bonus awards were based on the NEO's position level and individual performance rating for 2012 as determined by the compensation committee, with input from our CEO. For 2012 performance, the compensation committee decided, with consultation from our CEO, that Mr. Park should receive an "exceeds" individual performance rating and the rest of the NEOs receive a "meets" individual performance rating.

The target cash bonus award and each NEO's applicable scorecard for 2013 were as follows:

Name	Scorecard	Base Salary ($)	Target Award ($)	Target Cash Bonus ($)	Target Total Cash Compensation ($)
Jonathan Bush	CEO	540,000	100%	540,000	1,080,000
Timothy M. Adams	Corporate	350,000	60%	210,000	560,000
Rob Cosinuke	Corporate	300,000	60%	180,000	480,000
Stephen N. Kahane	Corporate	300,000	60%	180,000	480,000
Ed Park	Corporate	350,000	80%	280,000	630,000

Threshold Goals

The compensation committee established the threshold goals for our CEO on an annual basis and the threshold goals for the other NEOs on a quarterly basis. The threshold goals were designed as a mechanism to fund our Executive Incentive Plan. To enhance the motivational objectives of the Executive Incentive Plan, the compensation committee decided not to pay any cash bonus award unless at least one threshold goal was achieved. As a result, the threshold goals were set to be the minimum level of achievement of our financial and operational objectives that the compensation committee would be satisfied with paying any cash bonus at all. Therefore, the threshold goals may differ from goals used for similar metrics on our scorecards.

The following table sets forth the quarterly and annual threshold goals and our actual achievement against the threshold goals.

	Q1 2013		Q2 2013		Q3 2013		Q4 2013		FY 2013	
Metric*	Goal	Status	Goal	Status	Goal	Status	Goal	Status	Goal	Status
Revenue ($ millions)	115.9	Met	124.2	Met	127.1	Met	139.6	Met	506.7	Met
Operating Income ($ millions)	13.9	Failed	17.8	Failed	23.2	Failed	23.6	Met	78.6	Failed
Gross Margin	61.4%	Failed	62.6%	Failed	62.7%	Failed	63.4%	Met	62.6%	Failed
Client Satisfaction	85%	Met	85%	Met	85%	Met	85%	Met	85%	Met
Provider Documentation Time	6.0	Met	6.0	Met	6.0	Met	6.0	Met	6.0	Met
Bookings	**	Failed	**	Met	**	Met	**	Failed	**	Met

* Each metric is defined below under the heading "Definitions," except that operating income will also exclude any acquisition and integration costs associated with the acquisitions of the Arsenal on the Charles and Epocrates, Inc. as well as any other acquisitions. These acquisition costs may consist of severance-related costs, integration costs, and other expenses resulting from unvested equity awards assumed whose vesting was fully accelerated upon termination of the employees pursuant to the original terms of the awards.

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Because the bookings metric contains highly sensitive data including targeted bookings, we do not disclose the specific targets levels for this metric, since we believe that such disclosure would result in serious competitive harm. We set the target levels for the bookings metric at a high level because we are a growth-oriented company and rely on bookings to help drive our growth. In addition, the value associated at the time of booking is an estimate of the revenue that we expected to receive from clients which, in turn, is based on an estimate of what the clients' total collections will be for using our services. This amount is an estimate based on an estimate, which means it is inherently volatile and cannot be used to predict actual revenue. We believe the bookings target levels were designed to be challenging but attainable if we had what we considered to be a successful year.

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The compensation committee determined that we achieved at least one threshold goal for each applicable performance cycle. Therefore, each NEO was eligible to receive an award under the Executive Incentive Plan as determined by the compensation committee (through its exercise of negative discretion) based on the scorecard result for each NEO.

Scorecard Results

The compensation committee, in consultation with our CEO (other than with respect to his own performance), determines each NEO's scorecard result. Actual bonus awards earned are paid on an annual basis for our CEO and on a quarterly basis for the other NEOs. An explanation of the scorecard result and actual bonus awards earned by each NEO follows.

CEO Scorecard

To link his annual incentive compensation directly to our profitability, Mr. Bush's annual cash bonuses have been based on our net income. For purposes of his 2013 annual cash bonus, the compensation committee decided to use some of the metrics from our corporate scorecard in addition to net income, which remained a driver of his cash incentive compensation. Our CEO scorecard was comprised of four metrics: client satisfaction, bookings, revenue, and net income, and each metric was assigned a different percentage value of the overall scorecard value. The 2013 CEO scorecard results are summarized below.

Metric*	Weight	Goal	Actual	Result
Client Satisfaction	10	85.0%	88.0%	103.50%
Bookings	30	**%	**	100.32%
Revenue ($ millions)	30	548.6%	532.9	97.13%
Net Income ($ millions)	30	47.2%	43.1	91.29%
Total Results	100	%		96.98%

* Each metric is defined below under the heading "Definitions."

** Because the bookings metric contains highly sensitive data including targeted bookings, we do not disclose the specific targets levels for this metric, since we believe that such disclosure would result in serious competitive harm. We set the target levels for the bookings metric at a high level because we are a growth-oriented company and rely on bookings to help drive our growth. In addition, the value associated at the time of booking is an estimate of the revenue that we expected to receive from clients which, in turn, is based on an estimate of what the clients' total collections will be for using our services. This amount is an estimate based on an estimate, which means it is inherently volatile and cannot be used to predict actual revenue. We believe the bookings target levels were designed to be challenging but attainable if we had what we considered to be a successful year.

For purposes of Mr. Bush's annual cash bonus, the percentage earned was adjusted (upward or downward) by 3% for every 1% of variance from the target level set forth in the CEO scorecard based on our actual performance for 2013. Because the CEO scorecard was 3.02% below target, his cash bonus was decreased by 9.06% from the target award level. The following table sets forth the determination of Mr. Bush's annual cash bonus for 2013.

Executive	Target Award %	CEO Scorecard Results	% Change	Adjusted Bonus %	Base Salary	Cash Bonus
Jonathan Bush	100%	96.98%	(9.06)%	90.94%	$540,000	$491,076

Corporate Scorecard

The 2013 annual cash bonuses for Messrs. Adams, Cosinuke, Kahane, and Park were tied to achievement of our goals and objectives as set forth in our 2013 corporate scorecard. Our 2013 corporate scorecard was comprised of 13 specific stability, performance, satisfaction, and financial metrics as set forth below, and each metric was assigned a different percentage value of the overall scorecard value. The cash bonuses for the first three quarters of 2013 were based on the year-to-date corporate scorecard value at the end of each quarter and the cash bonus for the fourth quarter of 2013 was based on the annual corporate scorecard values, when those values were calculated. Our 2013 corporate scorecard results are summarized below:

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Metric*	Weight	Target	Result	Score
Stability				
Headcount - Role Vacancy	10	%3.5%	3.1%	111.1 %
Corporate Citizenship	5	%95%	91.5%	96.3 %
Employee Engagement	—	%4.1	4.1	99.1 %
Stability Results	15	%		106.2 %
Performance				
Client Days in Accounts Receivable (DAR)	10	%36.8	37.8	97.2 %
Total Automation Rate	10	%70.0%	63.0%	90.0 %
Client Collection Rate	5	%96.0%	95.8%	99.8 %
Performance Results	25	%		94.8 %
Satisfaction				
Provider Documentation Time	5	%5.0	5.1	97.9 %
Days of Client Work	10	%6.9	7.4	92.2 %
Client Satisfaction	10	%85.0%	88.0%	103.5 %
athenaClinicals Penetration	—	%33.9%	32.3%	95.2 %
Satisfaction Results	25	%		97.9 %
Financial				
Bookings	20	%**	**	100.3 %
Total Revenue ($ millions)	10	%548.6	532.9	97.1 %
Non-GAAP Adjusted Operating Income ($ millions)	5	%81.2	69.4	85.5 %
Financial Results	35	%		97.3 %
Total Results	100	%		98.2 %

*Each metric is defined below under the heading “Definitions.”

**Because the bookings metric contains highly sensitive data including targeted bookings, we do not disclose the specific targets levels for this metric, since we believe that such disclosure would result in serious competitive harm. We set the target levels for the bookings metric at a high level because we are a growth-oriented company and rely on bookings to help drive our growth. In addition, the value associated at the time of booking is an estimate of the revenue that we expected to receive from clients which, in turn, is based on an estimate of what the clients’ total collections will be for using our services. This amount is an estimate based on an estimate, which means it is inherently volatile and cannot be used to predict actual revenue. We believe the bookings target levels within the corporate scorecard were designed to be challenging but attainable if we had what we considered to be a successful year. We have used similarly devised bookings target levels in the corporate scorecard for the past three years and the results against those applicable targets were 92.4% for the year 2010, 105.7% for the year 2011, and 88.3% for the year 2012.

For purposes of the other NEOs’ 2013 annual cash bonuses, the percentage earned was adjusted (upward or downward) by 2% for every 1% of variance from the target level set forth in our corporate scorecard based on our actual performance. Because our corporate scorecard was 1.8% below target, the cash bonuses for the other NEOs was decreased by 3.6% from the target award level. The following table sets forth the determination of cash bonuses for Messrs. Adams, Cosinuke, Kahane, and Park for 2013:

Executive	Target Award %	Corporate Scorecard Results	% Change	Adjusted Bonus %	Base Salary	Cash Bonus
Timothy M. Adams	60 %	98.2 %	(3.6)%	56.4 %	$350,000	$197,400
Rob Cosinuke	60 %	98.2 %	(3.6)%	56.4 %	$300,000	$169,200

Stephen N. Kahane	60	%98.2	%(3.6	)%56.4	%$300,000	$169,200
Ed Park	80	%98.2	%(3.6	)%76.4	%$350,000	$267,400

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Definitions	
Stability	
Headcount - Role Vacancy	Percentage of unfilled headcount as compared to our quarterly forecasts.
Corporate Citizenship	Percentage of compliance tasks that are met within the deadline.
Employee Engagement	Quarterly engagement survey results for employees.
Performance	
Client Days in Accounts Receivable ("DAR")	The average number of days that it takes outstanding balances on claims to be resolved, e.g. paid, for clients on athenaCollector. Clients that have been live less than 90 days are excluded, as well as clients who are terminating services.
Total Automation Rate	Percentage of major clinicals and revenue cycle management transactions that were sent or received in a structured electronic format.
Client Collection Rate	The percentage of charges that are not written off to bad debt.
Satisfaction	
Provider Documentation Time per Appointment	The average number of minutes athenaClinicals providers spend on the computer documenting the exam and orders for each appointment. Providers that have been live less than 90 days are excluded.
Days of Client Work	The outstanding work that clients have in clinicals and revenue cycle. For clinicals, the total stock of work on the clinicals dashboard divided by the average daily inflow of tasks. For revenue cycle, the days in accounts receivable relating to work that needs to be resolved by the client.
Client Satisfaction	The percentage of clients who chose 4 or 5 on a scale of 1 to 5 when asked if they would recommend athenahealth to a trusted friend or colleague. These responses are generated from a "client listening" survey that the company conducts for its client base twice per year.
athenaClinicals Penetration	athenaClinicals physicians as a percentage of total athenaCollector physicians.
Financial	
Bookings	The annualized value of deals sold (excluding Epocrates).
Total Revenue	Total revenue (excluding Epocrates and third party tenant revenue).
Non-GAAP Adjusted Operating Income	Total non-GAAP adjusted operating income (excluding Epocrates, Arsenal on the Charles, and intercompany eliminations).
Net Income	GAAP net income, excluding the income tax provision, expenses associated with stock-based compensation expense, loss on the interest rate derivative contract, and the amortization of purchased intangibles.

Discretionary Cash Bonus

The compensation committee decided to award Dr. Kahane a discretionary cash bonus of $63,467 based on his stewardship of the enterprise sales team and the enterprise sales team's exceptional performance. The cash bonus was determined based on the annualized revenue from certain sales deals that Dr. Kahane signed.

Equity

We use long-term incentive compensation in the form of equity awards to reward long-term performance and help align the interest of our executive officers with those of shareholders. We can grant stock options, RSUs, PSUs, and other equity awards. We offer our executive officers the choice of stock options or full value stock awards (for example, RSU awards for time-based awards and PSU awards for performance-based awards). Based on the financial characteristics of full value stock awards, the compensation committee established that each share represented by a full value stock award will be considered the equivalent of the issuance of two stock option shares. This design gives our executive officers a stake in the process of determining their long-term incentive compensation, and provides them with an incentive to execute their responsibilities in such a way as to generate long-term benefit to us and our

shareholders.

Through the receipt of stock options and RSU awards, our executive officers participate in the long-term results of their efforts, whether by appreciation in the value of our common stock or the impact of business setbacks, either company-specific or industry-based. Additionally, stock options and RSU awards provide a means of achieving our retention objectives for our executive officers, in that they are in almost all cases subject to vesting over multiple years. We also grant performance-based stock options or PSU awards to certain executive officers with performance metrics tied to the achievement of our financial and operational goals. In determining the terms and amounts of these awards, the compensation committee considers the importance of focusing these executive officers on achieving key metrics to further our business plans.

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On March 1, 2013, the compensation committee granted equity awards to each of the NEOs. Each NEO elected to receive RSUs, except for Mr. Bush who elected to receive a stock option. These equity awards are discussed in greater detail below.

CEO

How did the compensation committee determine Mr. Bush's 2013 long-term incentive compensation?

Based on our strong historical performance, including 30% year-over-year revenue growth from our initial public offering in 2007 through 2012, the compensation committee has tended to set Mr. Bush's long-term incentive compensation at a level that positions him with reference to the 75th percentile of the competitive market for long-term incentive compensation on a cumulative basis over the five-year period from 2008 to 2012. Accordingly, to determine Mr. Bush's 2013 long-term incentive compensation, the compensation committee reviewed and evaluated the equity awards granted to the CEO of each company in our compensation peer group as a percentage of the company's common stock outstanding over the five-year period from 2008 through 2012. Based on this evaluation, the compensation committee determined that the 75th percentile of the competitive market granted equity awards represented 2.44% of the companies' common stock outstanding.

Based on approximately 36,272,000 shares of our common stock outstanding as of October 15, 2012, this implied that, to achieve the 75th percentile, the cumulative equity awards granted to Mr. Bush over this five-year period would have totaled approximately 885,000 shares on a cumulative basis. This was then compared to the 703,103 shares subject to his actual equity awards received over that period. Accordingly, on March 1, 2013, the compensation committee granted Mr. Bush an option to purchase 182,000 shares of our common stock (the "2013 Stock Option") to achieve the desired equity position.

Why did the compensation committee modify Mr. Bush's 2013 Stock Option?

Following our 2013 annual meeting of shareholders and after considering the feedback received from our shareholders, the compensation committee, to strengthen the performance-based orientation of our executive compensation program, amended the 2013 Stock Option, with Mr. Bush's consent, to provide that 50% of the shares subject to the option (the "Performance-based Portion") will vest and become exercisable only if, following the end of the year, the compensation committee certifies that for 2014 our annual revenue growth over fiscal 2013 is equal to or exceeds 20% and our Non-GAAP Adjusted Gross Margin (as defined below) is equal to or exceeds 50%. For purposes of the 2013 Stock Option, "Non-GAAP Adjusted Gross Margin" means Non-GAAP Adjusted Gross Profit as a percentage of total revenue and "Non-GAAP Adjusted Gross Profit" means total revenue, less direct operating expense, plus (1) stock-based compensation expense allocated to direct operating expense and (2) amortization of purchased intangible assets allocated to direct operating expense.

If both performance objectives are met, then the Performance-based Portion of the 2013 Stock Option will vest as follows:

45,500 shares (50%)	March 1, 2015
22,750 shares (25%)	March 1, 2016
22,750 shares (25%)	March 1, 2017

If, following the end of the year, the compensation committee determines that either of the performance targets has not been met, then the Performance-based Portion of the 2013 Stock Option will immediately and automatically be forfeited.

The remaining 50% of the shares subject to the 2013 Stock Option that are not subject to the performance targets will continue to vest and be exercisable in accordance with the original vesting schedule as follows:

22,750 shares (25%)	March 1, 2014
22,750 shares (25%)	March 1, 2015
22,750 shares (25%)	March 1, 2016
22,750 shares (25%)	March 1, 2017

Why did the compensation committee select these performance targets?

The compensation committee set the revenue growth rate performance target — 20% year-over-year revenue growth — to be challenging but attainable if we successfully execute on our annual financial and operational objectives for 2014. Although we have experienced 30% year-over-year revenue growth from 2008 to 2012, we

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believe that 30% sales bookings growth is the right goal for us going forward. Sales bookings will ultimately translate into revenue, however, the shift in bookings from small, fast-implementing groups to larger slower-implementing enterprises may result in a delay in the associated revenue from bookings. Consequently, the compensation committee determined that the 20% revenue growth rate target was a reasonable performance level for rewarding Mr. Bush given the ongoing unpredictability of bookings and the timing of revenue recognition as we transition our client base. Notably, this performance target exceeds the median revenue growth rates for our compensation peer group.

The Non-GAAP Adjusted Gross Margin target level is intended to ensure that we maintain profitability while continuing to pursue our ambitious revenue growth objectives. Further, to balance the use of short-term financial objectives with its desire to only reward long-term decision-making, Mr. Bush will only be able to exercise his option to purchase the shares subject to the Performance-based Portion of the 2013 Stock Option if he satisfies a three-year graduated time-based vesting requirement. The compensation committee believes that the restructuring of Mr. Bush's 2013 Stock Option to include performance-based vesting requirements for a significant portion of the option shares is an appropriate response to the concerns voiced by our shareholders about "catch up" compensation.

Other NEOs

For the other NEOs, we adopted a new equity compensation strategy for awards relating to performance in the prior fiscal year. The new strategy sets a target equity award expressed as a percentage of base salary based on position and individual performance appraisal rating for performance in the prior fiscal year as discussed above in "Setting Compensation."

On March 1, 2013, the compensation committee granted equity awards for Messrs. Adams, Cosinuke, Kahane, and Park as part of their 2012 annual performance review, taking into account the recommendations of our CEO, which were based upon his subjective assessment of the professional effectiveness and capabilities of these executive officers, and the nature and scope of their areas of responsibility. These awards vest 25% per year over four years on each anniversary of the grant date. The calculation of the equity awards granted to Messrs. Adams, Cosinuke, Kahane, and Park is shown below.

Name	2012 Base Salary ($)	2012 Performance Rating	Target Equity Award (%)	Cash Value ($)	Equity Award (#)(1)
Timothy M. Adams	321,300	meets	220	%706,860	8,314
Rob Cosinuke	300,000	meets	220	%660,000	7,763
Stephen N. Kahane	300,000	meets	220	%660,000	7,763
Ed Park	300,000	exceeds	400	%1,200,000	14,114

(1) The number of shares of our common stock subject to the equity award is calculated by dividing the cash value by the average closing price per share of our common stock during the 20 trading days preceding and including February 1, 2013, which equaled $85.02 per share. All of our NEOs (except for Mr. Bush) elected to receive their equity award in the form of a RSU award.

Performance-Based Awards

To provide additional incentives to Messrs. Cosinuke and Kahane, who are both responsible for our sales and growth functions, the compensation committee granted them performance-based awards in the form of stock options and RSU awards in 2011. The actual number of shares subject to these awards that vest in any year depends on our achievement of the corporate objectives with respect to that year. The corporate objectives for these awards are based on sales bookings for Mr. Cosinuke and revenue for Dr. Kahane. The compensation committee selected these metrics because it believes that it will drive our growth and create shareholder value. We set the target levels for the bookings and revenue metrics at a high level because we are a growth-oriented company and rely on bookings to drive growth and revenue to sustain it. We believe the target levels for these awards were designed to be challenging but attainable if we had what we considered to be a successful year during the applicable performance periods. These performance-based awards vest on March 1 following each performance period, if, and to the extent that, the target levels for the performance metrics are achieved and subject to continued service through such date.

The number of shares that could be earned for Mr. Cosinuke's performance-based RSU award could vary from 0 to 8,000 based on our achievement of sales bookings in 2013. If sales bookings are below target then the unearned RSUs from the grant are forfeited by Mr. Cosinuke. If sales bookings are above target, then Mr. Cosinuke can earn a number

of shares for that period in excess of the target up to the maximum number of shares. Any excess shares earned will reduce accordingly the number of shares that can be earned in a subsequent period. The maximum number of shares remaining subject to this award is 8,000 shares. For 2013, we achieved 105% of the

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sales bookings target for the year. As a result, Mr. Cosinuke earned the full 8,000 shares subject to his performance-based RSU award.

The number of shares that could be earned for Dr. Kahane's performance-based stock option and RSU awards could vary from 0 to 45,000 based on our achievement of New Enterprise Revenue. "New Enterprise Revenue" is based on our revenue from new enterprise clients during the month of December at the end of each performance period. If New Enterprise Revenue is below target then the unearned RSU awards and shares subject to the option are forfeited by Dr. Kahane. If New Enterprise Revenue for any period is above target, then Dr. Kahane can earn a number of shares subject to the option and RSU awards for that period in excess of the target up to the maximum. The excess option shares and RSU awards earned will reduce accordingly the option shares and RSU awards that can be earned in subsequent periods. The maximum amount of shares subject to these awards is 45,000. For the 2013 performance period, if we achieved 100% of the target level of New Enterprise Revenue, then Dr. Kahane would have received 6,000 stock options and 12,000 RSU awards. However, for 2013, New Enterprise Revenue was 137% of target, resulting in 8,226 shares subject to the stock option and 16,451 shares subject to the RSU award vesting.

Other Compensation Policies

Stock Ownership Guidelines

In an effort to more closely align the interest of our directors and executive officers with those of our shareholders, each director and executive officer is required to meet the following minimum stock ownership guidelines:

Position	Guideline
Director	$200,000
CEO	5X base salary
CFO	3X base salary
EVP and SVP	2X base salary

Shares of our common stock securities that will be counted towards satisfaction of these guidelines include:

- shares held directly or held in trust for the executive officer or director and his or her immediate family;
- 50% of the value of unvested RSU awards; and
- 50% of the intrinsic value of shares subject to vested but unexercised stock options.

Each executive officer and director will have five years to come into compliance with these ownership guidelines, which were adopted on October 22, 2013.

Anti-hedging and anti-pledging policies

Our insider trading guidance prohibits all directors, executive officers, and employees from buying our securities on margin, holding such securities in a margin account, buying or selling derivatives on such securities, and engaging in short sales involving such securities. In addition, our insider trading guidance prohibits all directors, executive officers, and employees from pledging our securities as collateral for a loan.

Clawback Policy

Our Executive Incentive Plan provides that any cash bonus paid to an executive officer may be recovered ("clawed back") in the event that our Board of Directors determines that a significant restatement of our financial results or other metrics for any of the three prior fiscal years is the result of the executive officer's fraud or willful misconduct and the executive officer's cash bonus would have been lower had the results or metrics been properly calculated.

"Double-Trigger" Provision for Acceleration of Equity Awards

In July 2013, our compensation committee decided to amend our equity award agreements under the 2007 Stock Option and Incentive Plan to add a "double-trigger" provision for acceleration of the equity awards. If a sale event occurs and either (i) the executive officer's service with us or our successor is terminated without "cause" or (ii) the executive officer terminates his or her service for "good reason," in either case within 12 months of the sale event then, immediately prior to such termination, the equity award will become fully vested.

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Equity Award Grant Policy

Our equity award grant policy formalizes our process for granting equity-based awards to our executive officers and other employees. Under our equity award grant policy, all awards must be approved by our compensation committee (subject to the delegation process described below). All stock options are granted with an exercise price that is not less than the fair market value of our common stock, calculated based on our closing market price on the grant date. Under our equity award grant policy, equity awards are granted only on the first business day of any month, as follows:

- awards in conjunction with the hiring of a new employee or the promotion of an existing employee are made on the first trading day of the month following the later of (1) the hire date or the promotion date or (2) the date on which such award is approved; and
- awards to existing employees other than in connection with a promotion are made, if at all, on an annual basis.

Our compensation committee has delegated authority to our Senior Vice President of People and Process to make equity awards of (i) stock options exercisable for less than 50,000 shares, (ii) RSUs exercisable for less than 25,000 shares, or (iii) a combination of stock options and RSUs exercisable for less than 50,000 shares (for purposes of calculating the number of shares subject to RSU awards permitted in connection with any such combination, each RSU is deemed to be the equivalent of two stock options), to employees but not to non-employees or Section 16 officers. All equity awards granted to Section 16 officers or non-employees and all awards to employees of stock options exercisable for 50,000 or more shares or RSU awards for 25,000 or more shares, or a combination of stock options and RSU awards for 50,000 or more shares require approval of the compensation committee.

Health and Welfare Benefits

We provide the following health and welfare benefits to our executive officers on the same basis as the benefits provided to all employees:

- health, dental, and vision insurance;
- life insurance;
- short- and long-term disability;
- 401(k) plan; and
- an employee stock purchase plan.

These benefits are consistent with those offered by other companies and specifically with those companies with which we compete for employees. We provide a matching contribution to each employee, including our executive officers, who participate in our 401(k) plan. This matching policy provides a match of one-third of employee contributions up to 6% of eligible compensation.

Employment Agreements

We have written employment agreements with each of the NEOs. These employment agreements provide for “at-will” employment and a base salary subject to annual review. Each NEO is also eligible to participate in our employee benefit plans, to the extent that he is eligible for those plans, on the same terms as similarly situated executive officers, and is eligible for a cash bonus as described above. Finally, these agreements prohibit each executive officer from engaging directly or indirectly in competition with us, recruiting or soliciting any of our employees, diverting our clients to a competitor, or disclosing our confidential information or business practices.

Dr. Kahane’s employment agreement also provides for severance payments if we terminate his employment without “cause” or he resigns from his employment for “good reason.” See “Potential Payments Upon Termination or Change-in-Control” below for additional information about the terms of Dr. Kahane’s employment agreement.

Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code generally disallows public companies a tax deduction for federal income tax purposes of remuneration in excess of $1 million paid to the CEO and each of the three other most highly-compensated executive officers (other than the CFO) in any taxable year. Generally, remuneration in excess of $1 million may only be deducted if it is “performance-based compensation” within the meaning of the Internal Revenue Code. In this regard, the compensation income realized upon the exercise of stock options

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granted under a stockholder-approved stock option plan generally will be deductible so long as the options are granted by a committee whose members are outside directors and certain other conditions are satisfied.

Our compensation committee believes that, in establishing the cash and equity incentive compensation plans and arrangements for our executive officers, the potential deductibility of the compensation payable under those plans and arrangements should be only one of a number of relevant factors taken into consideration, and not the sole governing factor. For that reason, our compensation committee may deem it appropriate to provide one or more executive officer with the opportunity to earn incentive compensation, whether through cash incentive awards tied to our financial performance or equity incentive awards tied to the executive officer's continued service, which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. Our compensation committee believes it is important to maintain cash and equity incentive compensation at the requisite level to attract and retain the individuals essential to our financial success, even if all or part of that compensation may not be deductible by reason of the Section 162(m) limitation.

We follow Financial Accounting Standard Board Accounting Standards Codification Topic 718, or ASC Topic 718, for our stock-based compensation awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, based on the grant date "fair value" of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based compensation awards in their income statements over the period that an executive officer is required to render service in exchange for the option or other award.

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Compensation Committee Interlocks and Insider Participation

During 2013, Messrs. Ittycheria and Mann and Dr. Kosecoff served as members of our compensation committee. No member of the compensation committee was an employee or officer of athenahealth during 2013, a former officer of athenahealth, or had any other relationship with us requiring disclosure herein.

During the last fiscal year, none of our executive officers served as: (1) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our compensation committee; (2) a director of another entity, one of whose executive officers served on our compensation committee; or (3) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Board of Directors.

Compensation Committee Report

The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act of 1933, as amended (the "Securities Act"), except to the extent that we specifically incorporate it by reference into such filing.

The compensation committee of the Board of Directors of athenahealth has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on such review and discussion, the compensation committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the fiscal year ending December 31, 2013.

THE COMPENSATION COMMITTEE

James L. Mann (Chair)

Dev Ittycheria

Jacqueline B. Kosecoff

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COMPENSATION TABLES

Summary Compensation

The following table sets forth information concerning the compensation of the NEOs for the fiscal years ended December 31, 2013, 2012, and 2011.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Jonathan Bush	2013	540,000	—	—	6,967,506	491,076	28,551	8,027,133
Chief Executive Officer, President,	2012	530,000	—	—	7,813,482	719,600	7,801	9,070,883
and Chairman of the Board	2011	475,000	—	—	1,525,418	592,000	5,012	2,597,430
Timothy M. Adams	2013	346,688	—	798,892	—	197,400	5,036	1,348,016
Senior Vice President and	2012	321,300	—	885,750	—	192,137	4,863	1,404,050
Chief Financial Officer	2011	320,331	—	561,250	—	233,264	2,945	1,117,790
Rob Cosinuke	2013	300,000	—	745,947	—	169,200	—	1,215,147
Senior Vice President and	2012	300,000	—	885,750	—	179,400	3,541	1,368,691
Chief Marketing Officer	2011	294,154	—	1,611,730	—	217,800	3,735	2,127,419
Stephen N. Kahane	2013	300,000	63,467 (4)	745,947	—	169,200	5,320	1,283,934
President, Enterprise Services	2012	300,000	—	885,750	—	179,400	2,263	1,367,413
Group	2011	249,231	—	5,466,120	714,756	217,800	2,265	6,650,172
Ed Park	2013	344,231	—	1,356,214	—	267,400	6,945	1,974,790
Executive Vice President and	2012	300,000	—	2,125,800	—	239,400	3,511	2,668,711
Chief Operating Officer	2011	290,769	—	1,122,500	—	247,800	3,736	1,664,805

(1) The valuation of stock and option awards is based on the grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions used to calculate the value of stock and option awards are set forth in the section entitled “Critical Accounting Policies” under Item 7 and Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. For performance-based awards, the grant date fair value is based upon the probable outcome of the awards, which is also the maximum amount payable, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718.

(2) For 2013, the amounts listed in this column represent cash incentive awards earned by the NEOs under the athenahealth Executive Incentive Plan for 2013 performance, as further described in the section entitled “Cash Bonus” above. The amounts listed in this column for 2012 and 2011 are reported in the fiscal year earned. The NEOs (except for Mr. Bush) received their cash incentive award payments quarterly in part in the fiscal year earned and in part in the following year. Mr. Bush received his cash incentive award payment in the year following the fiscal year in which the award was earned.

(3) The following table sets forth all other compensation amounts for 2013 by type:

Name	Matching 401(k) Contributions	Tax Gross ups (a)	Perquisites and Personal Benefits (b)	Total All Other Compensation
Jonathan Bush	5,417	5,166	17,968	28,551
Timothy M. Adams	5,036	—	—	5,036
Rob Cosinuke	—	—	—	—
Stephen N. Kahane	2,347	2,973	—	5,320
Ed Park	3,622	3,323	—	6,945

(a) Tax gross-ups were paid in connection with tax obligations associated with travel and meals for the NEO's spouse or children that were provided by us. In 2013, tax gross-ups were provided in connection with spousal or family travel to our 100% annual sales club meeting.

(b) Reflects the aggregate incremental cost of perquisites and other personal benefits provided to Mr. Bush of $17,968 in connection with travel and meals for his children. Perquisites and other personal benefits provided to each of the other NEOs had an aggregate incremental value of less than $10,000 and accordingly have been omitted from the table in accordance with SEC rules.

(4) The compensation committee decided to award an additional discretionary cash bonus in light of the enterprise sales team's exceptional performance.

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Grants of Plan-Based Awards

The following table sets forth information concerning plan-based awards granted to the NEOs during the fiscal year ended December 31, 2013.

Grants of Plan-Based Awards — 2013

Name	Grant Date	Compensation Committee Action Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Target ($)(1)	All Other Stock Awards: Number of Shares of Stock or Units (#)(2)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(3)
Jonathan Bush	3/1/2013	12/4/2012	1,620,000		182,000	96.09	6,967,506
Timothy M. Adams	3/1/2013	2/27/2013	350,000	8,314			798,892
Rob Cosinuke	3/1/2013	2/27/2013	300,000	7,763			745,947
Stephen N. Kahane	3/1/2013	2/27/2013	300,000	7,763			745,947
Ed Park	3/1/2013	2/27/2013	350,000	14,114			1,356,214

(1) The amounts reported in this column represent the target cash incentive awards for fiscal 2013 granted to the NEOs under the athenahealth Executive Incentive Plan. If any threshold goal is attained, the plan is funded at 300% of his base salary in the case of the CEO and 100% of their base salary in the case of the other NEOs, which represent the maximum awards payable. The maximum award is adjusted (decreased) to the actual award amount by the compensation committee based on its assessment of the scorecard result applicable to each NEO. If we do not achieve at least one of the threshold goals, the NEOs are not eligible to receive a cash incentive award. The cash incentive awards are paid annually for our CEO and quarterly for the other NEOs. The amounts earned by each NEO for 2013 are reported in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table. These awards are described in more detail above in the section entitled "Cash Bonus."

(2) The amounts reported in this column represent the number of shares subject to stock options and RSU awards granted to the NEOs pursuant to our 2007 Stock Option and Incentive Plan. These awards are described in more detail above in the section entitled "Equity."

(3) The amounts reported in this column represent the grant date fair value of the stock and option awards as computed in accordance with FASB ASC Topic 718. The assumptions used to calculate the fair value of stock and option awards are set forth in the section entitled "Critical Accounting Policies" under Item 7 and Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning unexercised options; stock awards that has not vested; and equity incentive plan awards for each NEO outstanding as of December 31, 2013.

Outstanding Equity Awards at Fiscal Year-End — 2013

			Option Awards					Stock Awards			
Name	Grant Date	Vesting Start Date(1)	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(6)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(6)
Jonathan Bush	4/27/2005	4/27/2005	12,492	—		3.50	4/27/2015				
	3/3/2008	1/7/2008	15,500	—		32.72	3/3/2018				
	3/3/2008	(2)	113,000	—		32.72	3/3/2018				
	4/1/2010	2/15/2010	115,500	38,500		36.78	4/1/2020				
	4/1/2011	4/1/2011	37,500	37,500		44.90	4/1/2021				
	3/1/2012	3/1/2012	61,157	183,473		70.86	3/1/2022				
	3/1/2013	(3)	—	91,000	91,000	96.09	3/1/2023				
Timothy M. Adams	2/1/2010	1/11/2010	47,500	22,500		40.90	2/1/2020				
	2/1/2010	1/11/2010						10,000	1,345,000		
	4/1/2011	4/1/2011						6,250	840,625		
	3/1/2012	3/1/2012						9,375	1,260,938		
	3/1/2013	3/1/2013						8,314	1,118,233		
Rob Cosinuke	1/2/2008	12/3/2007	57,000	—		35.26	1/2/2018				
	3/2/2009	1/5/2009	30,000	—		25.67	3/2/2019				
	4/1/2010	2/15/2010	4,687	1,563		36.78	4/1/2020				
	4/1/2010	2/15/2010						1,875	252,188		
	4/1/2011	4/1/2011						6,250	840,625		
	6/1/2011	(4)								8,000	1,076,000
	3/1/2012	3/1/2012						9,375	1,260,938		
	3/1/2013	3/1/2013						7,763	1,044,124		
Stephen N. Kahane	3/1/2011	3/1/2011	—	9,000		45.10	3/1/2021				
	3/1/2011	(5)	561	—	15,000	45.10	3/1/2021				
	3/1/2011	3/1/2011						40,500	5,447,250		
	3/1/2011	(5)								30,000	4,035,000
	3/1/2011	3/1/2011						1,100	147,950		
	3/1/2012	3/1/2012						9,375	1,260,938		
	3/1/2013	3/1/2013						7,763	1,044,124		

Ed Park	3/3/2008	1/7/2008	5,000	—	32.72	3/3/2018		
	3/2/2009	1/5/2009	7,500	—	25.67	3/2/2019		
	8/2/2010	7/5/2010	2,500	2,500	26.91	8/2/2020		
	4/1/2010	2/15/2010					2,500	336,250
	8/2/2010	7/5/2010					5,000	672,500
	4/1/2011	4/1/2011					12,500	1,681,250
	3/1/2012	3/1/2012					22,500	3,026,250
	3/1/2013	3/1/2013					14,114	1,898,333

(1) Unless indicated otherwise, all stock options and RSUs granted to NEOs vest in four equal annual installments beginning on the first anniversary of the vesting start date.

(2) 100% exercisable and vested on the grant date.

(3) Represents a stock option award to purchase 182,000 shares. 91,000 of the shares subject to the stock option award will vest based upon attainment of pre-established performance metrics. If earned, 45,500 of the shares vest on March 1, 2015, and the remaining 45,500 vest in two equal installments on March 1, 2016, and March 1, 2017. The other 91,000 of the shares subject to the option will vest in four equal annual installments beginning on the first anniversary of the grant date. The award is described in more detail above in the section entitled “Equity.”

(4) Represents an award of performance-based RSUs. The RSUs vest based upon attainment of pre-established performance metrics on the March 1 following each of the performance periods, 2012 and 2013. The award is described in more detail above in the section entitled “Equity.”

(5) Represents a performance-based option and performance-based RSUs. The option and RSUs vest based upon the attainment of pre-established performance metrics on the March 1 following each of the performance periods, 2011-2012, 2013, and 2014. The awards are described in more detail above in the section entitled “Equity.”

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(6) Based on a per share price of $134.50, which was the closing price per share of our common stock on the last business day of the 2013 fiscal year (December 31, 2013).

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Option Exercises and Stock Vested

The following table sets forth information concerning the exercise of stock options by, and RSU awards that vested for, the NEOs during the fiscal year ended December 31, 2013.

Option Exercises and Stock Vested — 2013

Name	Option Awards Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Jonathan Bush	96,000	7,392,241	—	—
Timothy M. Adams	20,000	1,949,738	16,250	1,431,625
Rob Cosinuke	54,000	3,801,567	14,962	1,423,617
Stephen N. Kahane	7,060	349,894	30,166	2,898,651
Ed Park	5,000	465,450	21,250	1,979,813

(1) Value realized on exercise is based on the gain, if any, equal to the difference between the fair market value of the shares acquired upon exercise on the exercise date less the exercise price, multiplied by the number of shares for which options are being exercised.

(2) Value realized on vesting is based on the closing price per share of our common stock on the vesting date, multiplied by the number of shares vested.

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Pension Benefits

None of the NEOs participate in or have account balances in qualified or non-qualified defined benefit plans sponsored by us on December 31, 2013, and, as a result, there is not a pension benefits table included in this Proxy Statement.

Nonqualified Deferred Compensation

None of the NEOs participate in or have account balances in nonqualified defined contribution or other nonqualified deferred compensation plans maintained by us on December 31, 2013, and, as a result, there is not a nonqualified deferred compensation table included in this Proxy Statement.

Potential Payments Upon Termination or Change-in-Control

The following discussion and tables describe and explain the potential payments and benefits that would be received by the NEOs upon a termination of employment or a change-in-control of athenahealth to our NEOs under their existing contracts, agreements, plans and arrangements.

Dr. Kahane

On February 18, 2011, we entered into an employment agreement with Dr. Kahane. Under the terms of the employment agreement, if we terminate his employment without "cause" or if he resigns from his employment for "good reason," then Dr. Kahane is eligible to continue to receive his base salary bi-weekly at the then-current rate for six months following the termination of his employment. For purposes of the employment agreement, "cause" means his (1) act involving fraud, embezzlement, or misappropriation during his employment; (2) material default in the performance of any of his obligations to us; (3) adjudication as guilty by, or entry of a plea of guilty or no contest before, a court of competent jurisdiction in regard to a felony; (4) being found by a court to have engaged in one or more wrongful acts that individually, or in the aggregate, have a material adverse effect on us, our prospects, earnings, or financial condition; or (5) death or physical or mental incapacity; and "good reason" means (1) a material diminution by us to his base salary; (2) a materially adverse change by us in his authorities or responsibilities; or (3) a change of more than 50 miles in the principal location at which he provides services to us. As a condition to Dr. Kahane's receipt of this severance, he must execute a separation agreement prepared by us containing a mutual release of claims, and mutual covenants of cooperation, confidentiality, and non-disparagement.

In addition, the agreements for the equity awards granted in connection with Dr. Kahane's hiring provide for accelerated vesting of his outstanding and unvested equity awards upon a termination of his employment or a change-in-control of athenahealth as defined in such agreements. If we terminate Dr. Kahane's employment without "cause" or he terminates his employment for "good reason" the vesting schedule of stock options, RSU awards, and performance-based stock options and RSU awards will be accelerated through the date of termination or resignation, as applicable. The following table summarizes the payments and benefits payable to Dr. Kahane under his agreements assuming a termination of employment or a change-in-control of athenahealth as of December 31, 2013:

Payments and Benefits	Termination Without Cause or for Good Reason ($)	Change in Control ($)(1)	Termination Without Cause or for Good Reason in Connection with Change in Control ($)(2)	Termination of Equity Plan or Equity Agreements in Connection with Change in Control ($)(2)
Cash Severance	150,000	—	150,000	—
Time-Based Stock Options(3)	335,938	402,300	804,600	804,600
Time-Based RSUs(4)	2,336,120	2,797,600	5,595,200	5,595,200
Performance-Based Stock Options(3)	735,404	—	735,404	735,404
Performance-Based RSUs(4)	2,212,660	—	2,212,660	2,212,660
Total	5,770,122	3,199,900	9,497,864	9,347,864

(1) Upon a "change in control" as defined in Dr. Kahane's equity award agreements, the vesting schedule of time-based equity awards will accelerate by one year.

(2) If (a) we terminate Dr. Kahane's employment without "cause" or he terminates his employment for "good reason"; or (b) we terminate the 2007 Stock Option and Incentive Plan or his equity award agreements; in connection with a

"change of control" as defined in his equity award agreements, then 100% of the time-based equity awards will vest and the performance-based awards will vest based on New Enterprise Revenue achievement, measured in the month immediately preceding such termination or resignation, as applicable.

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(3) These amounts were calculated by multiplying (A) the difference between the exercise price per share of the stock option and the closing market price of our common stock on December 31, 2013, of $134.50 per share; by (B) the number of shares subject to the outstanding stock options that would have vested as a result of the vesting acceleration.

(4) These amounts were calculated by multiplying (A) the closing market price of our common stock on December 31, 2013, of $134.50; by (B) the number of shares subject to the outstanding RSU awards that would have vested as a result of the vesting acceleration.

Other NEOs

We are not a party to any contracts, agreements, plans or arrangements that would provide cash payments or any other benefits to Messrs. Bush, Adams, Cosinuke, or Park in connection with any termination of employment, change-in-control of athenahealth, or change in responsibilities.

Acceleration of Vesting of Equity Awards

Under the 2007 Stock Option and Incentive Plan, all outstanding stock options become fully vested and exercisable, all other stock awards with time-based vesting, conditions or restrictions become fully vested and nonforfeitable, and all other stock awards with conditions and restrictions relating to the attainment of performance goals may become vested and nonforfeitable in connection with a “sale event” in the administrator’s discretion, unless assumed or substituted, except with respect to awards granted to Dr. Kahane in connection with his hiring. A “sale event” is defined as: (1) our dissolution or liquidation; (2) the sale of all or substantially all of our assets on a consolidated basis to an unrelated person or entity; (3) a merger, reorganization, or consolidation in which the outstanding shares of our common stock are converted into or exchanged for securities of the successor entity and the holders of our outstanding voting power immediately prior to such transaction do not own a majority of the outstanding voting power of the successor entity immediately upon completion of such transaction; or (4) the sale of all of our common stock to an unrelated person or entity.

The following table presents the estimated benefits resulting from the acceleration of all outstanding and unvested stock options and RSU awards held by each of the NEOs upon the consummation of a sale event as of December 31, 2013, and assuming the awards are not assumed or substituted by the successor:

	Value of Accelerated Awards Upon Sale Event(1)	
Name	Option Awards ($)(2)	Stock Awards ($)(3)
Jonathan Bush	25,789,062	—
Timothy M. Adams(4)	2,106,000	4,564,796
Rob Cosinuke	152,736	4,473,874
Stephen N. Kahane	2,224,183	11,935,261
Ed Park	268,975	7,614,583

(1) Reflects full acceleration of vesting for stock options to purchase our common stock and RSUs awarded under our 2007 Stock Option and Incentive Plan, each as of December 31, 2013, assuming consummation of a sale event on such date.

(2) This amount was calculated by multiplying (A) the difference between the exercise price per share of the stock option and the closing market price of our common stock on December 31, 2013, of $134.50 per share; by (B) the number of shares subject to the outstanding stock options that would have vested as a result of the vesting acceleration.

(3) This amount was calculated by multiplying (A) the closing market price of our common stock on December 31, 2013, of $134.50 per share; by (B) the number of shares subject to the outstanding RSU awards that would have vested as a result of the vesting acceleration.

(4) The stock option and RSU award agreements for awards granted in connection with Mr. Adams' hiring provide for a minimum of one-year acceleration of vesting upon a sale event in which the award is either assumed or substituted. If Mr. Adams’ employment is terminated without cause or his position or responsibilities are changed

materially in a way that substantially diminishes his position or responsibilities, in connection with a sale event, then all of the shares subject to his unvested awards will become vested as of the closing date of such sale event. For purposes of these award agreements, “cause” means any of the following: (i) dishonesty, embezzlement, misappropriation of assets or property of ours; (ii) gross negligence, misconduct, neglect of duties, theft, fraud, or breach of fiduciary duty to us; (iii) violation of federal or state securities laws; (iv) breach of an employment, consulting or other agreement with us; or (v) the conviction of a felony, or any crime involving moral turpitude, including a plea of guilty or nolo contendre. The full amount reported in the “Option Awards” column and $1,345,000 of the amount reported in the “Stock Awards” column represent the stock option and RSU awards, respectively, granted in connection with Mr. Adams initial employment.

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Director Compensation

Under our director compensation plan, each non-employee director receives the following cash and equity compensation:

Cash Compensation

Meeting Fees*	Meeting Fee
In Person — Board Meeting	$3,000
In Person — Committee Meeting	$3,000
By Phone — Board Meeting and Board Calls	$1,000
By Phone — Committee Meeting	$1,000
Retainers*	**Annual Retainer**
Board Member	$20,000
Lead Director	$10,000
Audit Committee Chair	$20,000
Compensation Committee Chair	$10,000
Nominating and Corporate Governance Committee Chair	$10,000

* Meeting fees and retainers are payable quarterly in arrears, and retainers are pro-rated for any partial period. Board and committee meeting fees will only be paid once per day even if more than one board or committee meeting is attended on that day.

Equity Compensation

Each non-employee director receives an annual equity award having a value of $175,000. The number of shares subject to the equity award is calculated by dividing $175,000 by the average closing price per share of our common stock during the 20 trading days preceding and including February 1. The equity award is granted on the first business day of March and will vest fully on June 1 of the following year. Each non-employee director may choose to receive a stock option or RSU award (or a combination of a stock option and an RSU award) with the number of shares subject to each award based on a 2:1 stock option to RSU ratio. Awards for new directors are pro-rated for partial year service and granted on the first business day of the month following the later of the initial date of service or the date on which such grant is approved. The value of the equity award is reviewed annually by the nominating and corporate governance committee and is subject to change.

During 2013, in accordance with the director compensation plan described above, the Board of Directors approved the following equity awards for the non-employee directors:

Director	Stock Options(1)	RSUs(1)
Amy Abernethy	—	1,246
Charles D. Baker	4,117	—
Brandon Hull	—	2,058
Dev Ittycheria	—	2,058
John A. Kane	—	2,058
Jacqueline B. Kosecoff	—	2,058
James L. Mann	—	2,058
David E. Robinson	—	2,058

(1) The stock option and RSU awards were granted on March 1, 2013. The stock options have an exercise price of $96.09 per share. All of the awards fully vest on June 1, 2014.

In addition to the cash and equity compensation described above, we reimburse each non-employee director for reasonable travel and other expenses in connection with attending meetings of the Board of Directors or committees thereof.

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The following table sets forth information concerning the compensation of each non-employee director during the fiscal year ended December 31, 2013.

Director Compensation Table — 2013

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Total ($)
Amy Abernethy	13,000	170,901	—	183,901
Charles D. Baker	62,000	—	157,611	219,611
Brandon Hull	72,000	197,753	—	269,753
Dev Ittycheria	63,000	197,753	—	260,753
John A. Kane	80,000	197,753	—	277,753
Ruben J. King-Shaw, Jr.	27,000	—	—	27,000
Jacqueline B. Kosecoff	51,000	197,753	—	248,753
James L. Mann	69,000	197,753	—	266,753
David E. Robinson	51,000	197,753	—	248,753
William Winkenwerder, Jr.	28,000	—	—	28,000

(1) The valuation of stock and option awards is based on the grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions used to calculate the value of stock and option awards are set forth in the section entitled “Critical Accounting Policies” under Item 7 and Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. The aggregate number of shares subject to stock and option awards outstanding on December 31, 2013, by the non-employee directors, are as follows:

Name	Stock Awards	Option Awards
Amy Abernethy	1,246	—
Charles D. Baker	—	8,153
Brandon Hull	2,058	19,642
Dev Ittycheria	2,058	—
John A. Kane	2,241	49,812
Ruben J. King-Shaw, Jr.	—	—
Jacqueline B. Kosecoff	2,058	—
James L. Mann	2,058	—
David E. Robinson	2,058	168,000
William Winkenwerder, Jr.	—	—

Limitation of Liability and Indemnification Agreements

As permitted by the Delaware General Corporation Law, we have adopted provisions in our Certificate of Incorporation and By-laws that limit or eliminate the personal liability of our directors. Consequently, a director will not be personally liable to us or our shareholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director’s duty of loyalty to us or our shareholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions, or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies, such as an injunction or rescission.

In addition, our By-laws provide that:

- we will indemnify our directors, officers, and (in the discretion of our Board of Directors) certain employees to the fullest extent permitted by the Delaware General Corporation Law; and
- we will advance expenses, including attorneys’ fees, to our directors and (in the discretion of our Board of Directors) to our officers and certain employees, in connection with legal proceedings, subject to limited exceptions.

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We have entered into indemnification agreements with each of our directors and our executive officers. These agreements provide that we will indemnify each of our directors and executive officers to the fullest extent permitted by law and advance expenses, including attorneys' fees, to each indemnified director or executive officer in connection with any proceeding in which indemnification is available.

We also maintain general liability insurance that covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling the registrant under the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Equity Compensation Plan Information

The following table sets forth information regarding our equity compensation plans in effect as of December 31, 2013.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(n)		Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))		Weighted-Average Remaining Contractual Life in Years
Equity compensation plans approved by security holders	3,222,294	(1)	$46.74	(2)	4,212,226	(3)	6.3
Equity compensation plans not approved by security holders(4)	137,025	(5)	88.20	(2)	397,091		5.6
Total	3,359,319		48.69		4,609,317		6.3

(1) Includes 1,950,154 shares issuable upon the exercise of outstanding stock options and 1,157,616 shares subject to RSUs granted under the 2007 Stock Option and Incentive Plan and 114,524 shares issuable upon the exercise of outstanding stock options granted under the 2000 Stock Option and Incentive Plan.

(2) The weighted-average exercise price does not take into account the shares subject to RSUs, which have no exercise price.

(3) Includes 3,940,093 shares available for issuance pursuant to equity awards that could be granted in the future under the 2007 Stock Option and Incentive Plan and 272,133 shares available for issuance pursuant to equity awards that could be granted in the future under the 2007 Employee Stock Purchase Plan.

(4) Consists of the Epocrates, Inc. 2010 Equity Incentive Plan ("Epocrates Plan"), which was assumed in connection with our acquisition of Epocrates in March of 2013. The Epocrates Plan provides for the grant of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance-based stock awards, and other forms of equity compensation, or collectively, stock awards. Additionally, the Epocrates Plan provides for the grant of performance-based cash awards. Only employees, consultants, or directors hired after the closing of the Epocrates acquisition, or any individual who was previously employed by Epocrates, are eligible to receive stock awards under the Epocrates Plan. Our Board of Directors, or a duly authorized committee thereof, has the authority to administer the Epocrates Plan, including determining recipients, dates of grant, strike price or purchase price of awards granted and the types of consideration to be paid for the award. The number of shares of our common stock reserved for issuance under the Epocrates Plan is subject to an automatic increase on January 1st each year, starting on January 1, 2012, and continuing through January 1, 2014, by the lesser of (a) 4% of the total number of shares of Epocrates common stock outstanding on the last day

of the preceding calendar year, (b) 1,965,000 shares, or (c) a number designed by our Board of Directors that is less than (a) or (b). In the event of certain specified significant transactions, the surviving or acquiring corporation may assume, continue or substitute similar stock awards for the outstanding stock awards granted under the Epocrates Plan. If the surviving or acquiring entity elects not to assume, continue or substitute such stock awards, then the stock awards will become fully vested.

(5) Includes 102,058 shares issuable upon the exercise of outstanding stock options and 34,967 shares subject to RSUs granted under the Epocrates Plan.

OVERVIEW OF PROPOSALS

This Proxy Statement contains three proposals requiring shareholder action. Proposal 1 requests the election of three directors to the Board of Directors. Proposal 2 requests the ratification of the appointment of Deloitte & Touche LLP as our registered independent public accountant for the fiscal year ending December 31, 2014. Proposal 3 requests an advisory vote on the compensation of our named executive officers. Each of the proposals is discussed in more detail in the pages that follow.

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PROPOSAL 1
ELECTION OF DIRECTORS

The Board of Directors is divided into three classes. One class is elected each year at the annual meeting of shareholders for a term of three years. Vacancies on the Board of Directors are filled exclusively by the affirmative vote of a majority of the remaining directors, even if less than a quorum is present, and not by shareholders. A director elected by the Board of Directors to fill a vacancy in a class shall hold office for the remainder of the full term of that class, and until the director's successor is duly elected and qualified or until his or her earlier resignation, death, or removal.

The terms of the Class I directors are scheduled to expire on the date of the upcoming Annual Meeting. Based on the recommendation of the nominating and corporate governance committee, the Board of Directors' nominees for election by shareholders are the current Class I members: Amy Abernethy, Jonathan Bush, and Brandon Hull. If elected, each nominee will serve as a director until the annual meeting of shareholders in 2017 and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal.

The names of and certain information about the directors in each of the three classes are set forth below. There are no family relationships among any of our directors or executive officers.

It is intended that the proxy in the form presented will be voted, unless otherwise indicated, for the election of the nominees for election as Class I directors to the Board of Directors. If any of the nominees should for any reason be unable or unwilling to serve at any time prior to the Annual Meeting, the proxies will be voted for the election of such substitute nominee as the Board of Directors may designate.

Nominees for Class I Directors

The names of the nominees for Class I directors and certain information about each are set forth below.

Name	Positions and Offices Held with athenahealth	Director Since	Age
Amy Abernethy	Director	2013	45
Jonathan Bush	Director, Chief Executive Officer, President, and Chairman of the Board of Directors	1997	45
Brandon Hull	Lead Director	1999	53

Directors Not Standing for Election

The names of and certain information about the members of the Board of Directors who are not standing for election at this year's Annual Meeting are set forth below.

Name	Positions and Offices Held with athenahealth	Director Since	Class and Year in Which Term Will Expire	Age
Jacqueline B. Kosecoff	Director	2012	Class II - 2015	64
James L. Mann	Director	2006	Class II - 2015	80
David E. Robinson	Director	2011	Class II - 2015	70
Dev Ittycheria	Director	2010	Class III - 2016	47
John A. Kane	Director	2007	Class III - 2016	61

Vote Required and Board of Directors' Recommendation

Under the majority voting policy included in our corporate governance guidelines, any director nominee in an uncontested election must be elected by a majority of the votes cast in that election. As this is an uncontested election of directors, each candidate must receive a greater number of votes "for" his or her election than votes "withheld" from such election in order to be elected a director.

The proposal for the election of directors relates solely to the election of Class I directors nominated by the Board of Directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any of our shareholders.

Our Board of Directors recommends that shareholders vote FOR the election of each of the nominees listed above.

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PROPOSAL 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

On the recommendation of the audit committee, the Board of Directors has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014. The Board of Directors recommends that shareholders vote for ratification of this appointment. If this proposal is not approved at the Annual Meeting, the Board of Directors will reconsider its appointment. Even if the appointment is ratified, the audit committee may, in its discretion, direct the appointment of a different independent registered accounting firm at any time during the year if the audit committee determines that such a change would be in our shareholders' best interests. Deloitte & Touche LLP has audited our financial statements for the period from January 1, 2002, through the fiscal year ended December 31, 2013. We expect representatives of Deloitte & Touche LLP to be present at the Annual Meeting and available to respond to appropriate questions. They will have the opportunity to make a statement if they desire to do so.

Deloitte & Touche LLP Fees

The following table sets forth fees billed for professional audit services and other services rendered to us by Deloitte & Touche LLP and its affiliates for the fiscal years ended December 31, 2013 and 2012.

	Fiscal 2013	Fiscal 2012
Audit Fees	$1,652,840	$1,088,000
Audit-Related Fees	—	—
Tax Fees	406,700	243,289
All Other Fees	1,495	500,550
Total	$2,061,035	$1,831,839

Audit Fees. Audit fees for both years consisted of audit work performed, as well as work generally only the independent auditor can reasonably be expected to provide.

Audit-Related Fees. There were no audit-related fees for fiscal 2013 or 2012.

Tax Fees. Tax fees consisted principally of assistance with matters related to tax compliance, advice, and planning.

All Other Fees. All other fees consisted principally of due diligence services in connection with acquisitions.

Pre-Approval of Audit and Non-Audit Services

The SEC's rules permit the audit committee to pre-approve accounting services by establishing policies and procedures for audit and non-audit services, provided that the policies and procedures are detailed as to the particular service, the audit committee is informed of each service, and such policies and procedures do not result in the delegation of the audit committee's responsibilities to management. Accordingly, in July of 2007 the audit committee approved the Audit Committee Pre-Approval Policy for Audit and Non-Audit Services (the "Policy"), which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved. Unless a type of service has been pre-approved pursuant to the Policy, it must be separately pre-approved by the audit committee before it may be provided by the independent auditor. Any proposed services exceeding pre-approved cost levels or budgeted amounts also require separate pre-approval by the audit committee. The audit committee re-approved the Policy on October 22, 2013.

The Policy describes in detail the audit, audit-related, tax, and all other services that have the pre-approval of the audit committee. The Policy is designed to allow the audit committee to make a well-reasoned assessment of the impact of the services for which pre-approval is being sought on the auditor's independence. The term of any pre-approval under the Policy is twelve months from the date of pre-approval, unless the audit committee considers a different period and specifically states otherwise. The audit committee will periodically revise the list of services pre-approved pursuant to the Policy, based on subsequent determinations. The audit committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

As provided in the SEC's rules, the audit committee may delegate pre-approval authority to one or more of its independent members. If time constraints require pre-approval prior to the audit committee's next scheduled meeting, the chairperson of the audit committee has the authority to grant such pre-approval, provided that the

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chairperson is independent, and, in accordance with the Policy, will report such a pre-approval decision to the audit committee at the next scheduled meeting.

All Deloitte & Touche LLP services and fees in fiscal 2013 and fiscal 2012 were pre-approved by the audit committee. The fees for the 2013 year-end audit were also approved by the audit committee.

Vote Required and Board of Directors' Recommendation

The approval of Proposal 2 requires that a majority of the votes properly cast vote FOR this proposal. Shares that are voted "abstain" and broker "non-votes" will have no effect on this proposal.

Our Board of Directors recommends that shareholders vote FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

Audit Committee Report

The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

The audit committee operates under a written charter approved by the Board of Directors, which provides that its responsibilities include the oversight of the quality of our financial reports and other financial information and its compliance with legal and regulatory requirements; the appointment, compensation, and oversight of our independent registered public accounting firm, Deloitte & Touche LLP, including reviewing their independence; reviewing and approving the planned scope of our annual audit; reviewing and pre-approving any non-audit services that may be performed by Deloitte & Touche LLP; the oversight of our internal audit function; reviewing with management and our independent registered public accounting firm the adequacy of internal financial controls; and reviewing our critical accounting policies and estimates and the application of accounting principles generally accepted in the United States of America.

The audit committee oversees our financial reporting process on behalf of the Board of Directors. Management is responsible for our internal controls, financial reporting process, and compliance with laws and regulations and ethical business standards. Deloitte & Touche LLP is responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). The audit committee's main responsibility is to monitor and oversee this process.

The audit committee reviewed and discussed our audited financial statements for the fiscal year ended December 31, 2013, with management. The audit committee discussed with Deloitte & Touche LLP the matters required to be discussed by the statement on Auditing Standards No. 16, as amended, as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T, Communications with Audit Committees, and SEC Regulation S-X Rule 207, Communications with Audit Committees. The audit committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

The audit committee considered any fees paid to Deloitte & Touche LLP for the provision of non-audit related services and does not believe that these fees compromise Deloitte & Touche LLP's independence in performing the audit.

Based on the review and discussions referred to above, the audit committee recommended to the Board of Directors that such audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the SEC.

THE AUDIT COMMITTEE

John A. Kane (Chair)

Amy Abernethy

Brandon Hull

David E. Robinson

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PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Exchange Act, we are requesting shareholder approval of the 2013 compensation of our named executive officers as disclosed in this Proxy Statement pursuant to the SEC's compensation disclosure rules, including in the Compensation Discussion and Analysis, the compensation tables, and the accompanying narrative discussion. We strongly urge you to read the Compensation Discussion and Analysis, which describes our executive compensation program in detail. Highlights of our executive compensation program include:

- Competitive and Market Based — We use market data to set competitive but market-reasonable compensation for our executive officers.
- Pay for Performance — We use scorecards with pre-established financial and operational metrics for cash bonuses. Our scorecards are excellent report cards for our performance for each year and they measure key performance indicators required for long-term success.
- Balanced Compensation — Cash and equity awards are carefully balanced to establish appropriate incentives to drive short- and long-term performance, as well as employee retention.
- Creative Design — Where possible, we take advantage of creative plan design to enhance retention without granting additional compensation (e.g., we offer our executive officers a choice of allocating their long-term incentive awards among different equity vehicles).
- Alignment with shareholders — Metrics and targets used to set compensation focus on financial and operational performance crucial to growth and designed to align the interests of our executive offficers and shareholders.
- Continual Improvement — Our compensation plans are reviewed and revised annually based on market surveys and the plans' demonstrated effectiveness.

At our 2011 annual shareholder meeting, our shareholders voted to hold an advisory vote on executive compensation every year. As previously announced, our Board of Directors has decided to hold this advisory vote annually, with the next such vote to occur at our 2015 annual meeting of shareholders.

Vote Required and Board of Directors' Recommendation

This vote is advisory and will not be binding on the Board of Directors. However, our Board of Directors values input from shareholders on our executive compensation program, and our compensation committee will consider the outcome of the vote when making future executive compensation decisions.

The approval of Proposal 4 requires that a majority of the votes properly cast vote FOR this proposal. Shares that are voted "abstain" and broker "non-votes" will have no effect on this proposal.

The Board of Directors recommends that shareholders vote FOR the 2013 compensation of our named executive officers as disclosed in this Proxy Statement pursuant to the SEC's compensation disclosure rules, including in the Compensation Discussion and Analysis, the compensation tables, and the accompanying narrative disclosures.

INCORPORATION BY REFERENCE

The sections of this Proxy Statement entitled "Audit Committee Report" and "Compensation Committee Report" do not constitute soliciting material and should not be deemed filed or incorporated by reference into any other filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate them by reference therein.

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HOUSEHOLDING OF PROXY MATERIALS

Some banks, brokers, and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of the Notice of Internet Availability of Proxy Materials, Proxy Statement, and Annual Report on Form 10-K for the year ended December 31, 2013, as applicable, is being delivered to multiple shareholders sharing an address unless we have received contrary instructions. We will promptly deliver a separate copy of any of these documents to you if you write to us at 311 Arsenal Street, Watertown, MA 02472, Attention: Secretary or call us at (617) 402-1000. If you want to receive separate copies of the Notice of Internet Availability of Proxy Materials, Proxy Statement, or Annual Report on Form 10-K in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address or telephone number.

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DIRECTIONS

From the Massachusetts Turnpike going West:

- Take the Turnpike to Exit 17 and follow the signs towards “Watertown” (that is, stay in one of the two right lanes). This is Galen Street.
- Follow Galen Street until you come to a five-way intersection (immediately after crossing the Charles River) and take a sharp right onto Charles River Road.
- At the next traffic light, cross North Beacon St. and enter the Arsenal on the Charles campus. 400 North Beacon is the first brick building on your right. You can either enter our parking lot and park in an “athenahealth, Inc. for Visitors only” parking space or in the parking garage at the end of the lot.

From the Massachusetts Turnpike going East:

- Take the Turnpike to Exit 17 (Newton/Watertown). At the top of the ramp, go straight but get in the second lane from the left.
- Turn LEFT back over the Mass Pike and immediately get in one of the two rightmost lanes. Be careful in merging to the right, as traffic in those lanes can be heavy. Once in one of the right lanes, continue straight toward Galen Street (to Watertown Square).
- Follow Galen Street until you come to a five-way intersection (immediately after crossing the Charles River) and take a sharp right onto Charles River Road.
- At the next traffic light, cross North Beacon St. and enter the Arsenal on the Charles campus. 400 North Beacon is the first brick building on your right. You can either enter our parking lot and park in an “athenahealth, Inc. for Visitors only” parking space or in the parking garage at the end of the lot.

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