

ATHENAHEALTH INC
Form 4
August 12, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMONT ANN H

(Last) (First) (Middle)

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/11/2008		J ⁽¹⁾	700,000 D	2,108,503	I	See Note <u>(2)</u>
Common Stock					3,275	D ⁽³⁾	
Common Stock					42,761	I	See Note <u>(4)</u>
Common Stock					96,304	I	See Note <u>(5)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAMONT ANN H
C/O OAK INVESTMENT PARTNERS
ONE GORHAM ISLAND
WESTPORT, CT 06880

X

Signatures

Ann H. Lamont 08/11/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On August 11, 2008, Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.

(2) Represents shares directly owned by Oak IX, L.P.

(3) Represents shares directly owned by Ann H. Lamont, a director of the athenahealth inc., of which 1,204 were received as part of the distribution described in footnote 1. This acquisition merely reflects a change in beneficial ownership from indirect to direct. No other Reporting Person has any pecuniary interest in these shares.

(4) Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.")

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(5) Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates Fund-A, L.P.")

Remarks:

Remarks

Ann H. Lamont is a Director of athenahealth inc. Ms. Lamont is a Managing Member of Oak Associates IX, L.L.C., the General Partner of

Oak IX, L.P., Oak IX Affiliates, L.P. and Oak IX Affiliates Fund-A, L.P. are no longer subject to Section 16 because the Reporting Person

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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