

ATHENAHEALTH INC

Form 4

March 03, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Haley Daniel P

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

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

03/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, GC and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2016		M	323 A	\$ 365	D	
Common Stock	03/01/2016		F	104 ⁽²⁾ D	\$ 261 132.37	D	
Common Stock	03/01/2016		M	368 A	\$ 629	D	
Common Stock	03/01/2016		F	119 ⁽²⁾ D	\$ 510 132.37	D	
Common Stock	03/01/2016		M	938 A	\$ 1,448	D	

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Common Stock	03/01/2016	F	304 ⁽²⁾	D	\$ 132.37	1,144	D
Common Stock	03/01/2016	M	261	A	<u>(1)</u>	1,405	D
Common Stock	03/01/2016	F	84 ⁽²⁾	D	\$ 132.37	1,321	D
Common Stock	03/01/2016	S	1,079 ⁽³⁾	D	\$ 130.53 ⁽⁴⁾	242	D
Common Stock	03/01/2016	S	200 ⁽³⁾	D	\$ 131.21 ⁽⁵⁾	42	D

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. Fair Market Value of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	323	<u>(7)</u>	03/01/2017	Common Stock 323
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	368	<u>(8)</u>	03/01/2018	Common Stock 368
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	938	<u>(9)</u>	03/01/2018	Common Stock 938
Restricted Stock Unit	<u>(6)</u>	03/01/2016		M	261	<u>(10)</u>	03/01/2019	Common Stock 261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haley Daniel P C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472			SVP, GC and Secretary	

Signatures

/s/ Lan Marinelli
Attorney-in-Fact

03/02/2016

__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) Restricted Stock Unit convert into common stock on a one-for-one basis.

(2) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.

(3) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on December 15, 2015, in accordance with Rule 10b5-1.

(4) This price represents the weighted average of sales ranging from \$130.10 to \$130.97. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(5) This price represents the weighted average of sales ranging from \$131.11 to \$131.31. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(7) On March 1, 2013, the Reporting Person was granted 1,294 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.

(8) On March 3, 2014, the Reporting Person was granted 1,472 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

(9) On March 3, 2014, the Reporting Person was granted 3,750 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

(10) On March 2, 2015, the Reporting Person was granted 1,043 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.

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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