

ATHENAHEALTH INC

Form 3

September 19, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â ROBERTS BRYAN E

(Last) (First) (Middle)

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

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/19/2007

3. Issuer Name **and** Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title
Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (1) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	34,850	\$ (1)	I	See Footnote. (3)
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	50,150	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	870,352	\$ (1)	I	See Footnote. (3)
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,252,382	\$ (1)	I	See Footnote. (4)
Series C preferred stock	Â (1)	Â (2)	Common Stock	111,720	\$ (1)	I	See Footnote. (5)
Series D preferred stock	Â (1)	Â (2)	Common Stock	571,091	\$ (1)	I	See Footnote. (3)
Series D preferred stock	Â (1)	Â (2)	Common Stock	821,815	\$ (1)	I	See Footnote. (4)
Series D preferred stock	Â (1)	Â (2)	Common Stock	58,038	\$ (1)	I	See Footnote. (5)
Series E preferred stock	Â (1)	Â (2)	Common Stock	71,596	\$ (1)	I	See Footnote. (3)
Series E preferred stock	Â (1)	Â (2)	Common Stock	103,030	\$ (1)	I	See Footnote. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS BRYAN E C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â X	Â X	Â	Â

Signatures

/s/ Bryan E.
Roberts

09/19/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These shares will automatically convert into common stock on a one-for-one basis upon the closing of the Issuer's initial public offering of common stock.

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- (2) The preferred stock has no expiration date.
- (3) Securities held of record by Venrock Associates, a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Securities held of record by Venrock Associates II, L.P., a limited partnership of which Bryan E. Roberts is a general partner. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Securities held of record by Venrock Entrepreneurs Fund, L.P., a limited partnership of which Venrock Management, LLC is the general partner. Mr. Roberts is a member of Venrock Management, LLC. Mr. Roberts disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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