

Young David C  
 Form 3  
 November 15, 2018

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

OMB APPROVAL  
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**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)

<p>1. Name and Address of Reporting Person *</p> <p><u>   </u> Young David C</p> <p>(Last)            (First)            (Middle)</p> <p>C/O ATHENAHEALTH,          INC., 311 ARSENAL STREET</p> <p>(Street)</p> <p>WATERTOWN, MA 02472</p> <p>(City)            (State)            (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/08/2018</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>ATHENAHEALTH INC [ATHN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><u>   </u> Director            <u>   </u> 10% Owner  <u>  X  </u> Officer            <u>   </u> Other          (give title below)    (specify below)          VP, Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><u>  X  </u> Form filed by One Reporting Person  <u>   </u> Form filed by More than One Reporting Person</p>
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**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)
Common Stock	6,804 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

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**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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young David C C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	^	^	^ VP, Chief Accounting Officer	^

## Signatures

Jessica H. Collins,  
Attorney-in-Fact

11/15/2018

\_\_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) 1,750 units of common stock reported on this Form 3 were granted pursuant to a restricted stock unit ("RSU") award under the athenahealth, Inc. 2007 Stock Option and Incentive Plan, as amended and restated. 5,054 units of common stock reported on this Form 3 were granted pursuant to RSU awards under the Epocrates, Inc. 2010 Equity Incentive Plan, as amended. The RSUs are subject to time-based vesting and will be settled only in stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.