

ATHENAHEALTH INC  
Form 4  
August 18, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Hull Brandon H  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O CARDINAL PARTNERS, 600  
ALEXANDER PARK, SUITE 204  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/14/2008

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

PRINCETON, NJ 08540  
  
(City) (State) (Zip)

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

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/14/2008		J <sup>(1)</sup>			306,450	D	\$ 0	306,446	I	See Footnote <u>(2)</u>
Common Stock	08/14/2008		J <sup>(3)</sup>			232,190	D	\$ 0	232,184	I	See Footnote <u>(4)</u>
Common Stock	08/14/2008		J <sup>(1)</sup>			17,690	A	\$ 0	90,467	D	<u>(5)</u>
Common Stock	08/14/2008		J <sup>(3)</sup>			17,140	A	\$ 0	107,607	D	<u>(6)</u>



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- The Reporting Person is a Director of the Issuer and a managing member of CHP II Management, L.L.C. which is the general partner of
- (4) Fund II. The shares reported are owned directly by Fund II. The shares reported are owned indirectly by the Reporting Person named herein, who disclaims beneficial ownership except to the extent of his pecuniary interest therein.
  - (5) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 1. This acquisition merely reflects a change in beneficial ownership from indirect to direct.
  - (6) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 3. This acquisition merely reflects a change in beneficial ownership from indirect to direct.

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.