

ATHENAHEALTH INC

Form 4

October 31, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KANE JOHN A

(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)
04/27/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/27/2016 | | M | | 2,875 A \$ 15.27 | 10,708 ⁽¹⁾ | D |
| Common Stock | 04/27/2016 | | S ⁽²⁾ | | 1,251 D \$ 140.48 | 9,457 ⁽¹⁾ | D |
| Common Stock | 04/27/2016 | | S ⁽²⁾ | | 1,224 D \$ 141.3 | 8,233 ⁽¹⁾ | D |
| Common Stock | 04/27/2016 | | S ⁽²⁾ | | 400 D \$ 142.18 | 7,833 ⁽¹⁾ | D |
| | 10/27/2016 | | M | | 2,875 A \$ 15.27 | 10,708 | D |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-------|--|---|
| Common Stock | | | | | | | | |
| Common Stock | 10/27/2016 | S ⁽²⁾ | 1,500 | D | \$ 103.48 | 9,208 | | D |
| | | | | | (6) | | | |
| Common Stock | 10/27/2016 | S ⁽²⁾ | 1,320 | D | \$ 104.95 | 7,888 | | D |
| | | | | | (7) | | | |
| Common Stock | 10/27/2016 | S ⁽²⁾ | 55 | D | \$ 105.77 | 7,833 | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 15.27 | 04/27/2016 | | M | 2,875 | 07/26/2007 07/26/2017 | Common Stock | 2,875 |
| Stock Option (Right to Buy) | \$ 15.27 | 10/27/2016 | | M | 2,875 | 07/26/2007 07/26/2017 | Common Stock | 2,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

KANE JOHN A
C/O ATHENAHEALTH, INC.
311 ARSENAL STREET
WATERTOWN, MA 02472

Signatures

/s/ Lan Marinelli
Attorney-in-Fact

10/31/2016

__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) Reflects securities held as of April 27, 2016 and does not take into account transactions occurring on July 27, 2016, as timely reported by the Reporting Person on July 28, 2016.
- (2) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on February 25, 2015, in accordance with Rule 10b5-1.
- (3) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.00 to \$140.98, inclusive.
- (4) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$141.01 to \$141.90, inclusive.
- (5) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.05 to \$142.27, inclusive.
- (6) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.17 to \$103.80, inclusive.
- (7) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.59 to \$105.16, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) - (7) to this Form 4.

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.