VENROCK ASSOCIATES II LP

Form 4 May 09, 2008

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

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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * VENROCK ASSOCIATES II LP

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Symbol

ATHENAHEALTH INC [ATHN]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year)

05/07/2008

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

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

(State)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State) (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)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/07/2008		J <u>(1)</u>	392,304	D	<u>(2)</u>	1,155,553	D (1)	
Common Stock	05/07/2008		J <u>(3)</u>	564,594	D	<u>(2)</u>	1,662,812	D (3)	
Common Stock	05/07/2008		J <u>(4)</u>	43,007	D	<u>(2)</u>	126,754	D (4)	
Common Stock	05/07/2008		<u>J(5)</u>	362	A	<u>(2)</u>	362	D (5)	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title Number			
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
VENROCK ASSOCIATES II LP C/O VENROCK 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X				
VENROCK ASSOCIATES ROOM 5508 30 ROCKEFELLER PLAZA NEW YOKR, NY 10112		X				
VENROCK ENTERPRENEURS FUND LP 0001239244 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X				
VENROCK MANAGEMENT LLC C/O VENROCK 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X				

Signatures

VENROCK ASSOCIATES II, L.P. By: /s/ Bryan E. Roberts Name: Bryan E. Roberts Title: 05/09/2009

General Partner

Reporting Owners 2

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**Signature of Reporting Person

Date

/s/ Bryan E. Roberts, General Partner

**Signature of Reporting Person

Date

/s/ Bryan E. Roberts, Member, Venrock Management, LLC, its General Partner

**Signature of Reporting Person

Date

/s/ Bryan E. Roberts, Member

**Signature of Reporting Person

Date

/s/ Bryan E. Roberts, Member

O5/09/2008

**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) Represents shares directly owned by Venrock Associates and reflects the pro-rata distribution to its partners of 392,304 shares of Common Stock effected on May 7, 2008.
- (2) Not applicable.
- (3) Represents shares directly owned by Venrock Associates, II, L.P. and reflects the pro-rata distribution to its partners of 564,594 shares of Common Stock effected on May 7, 2008.
- Represents shares directly owned by Venrock Entrepreneurs Fund, L.P. ("Entrepreneurs") and reflects the pro-rata distribution to its partners of 43,007 shares of Common Stock effected on May 7, 2008. Venrock Management, LLC ("Venrock Management") is the general partner of Entrepreneurs. Venrock Management disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- Represents shares directly owned by Venrock Management. Reflects a change in form of beneficial ownership from indirect to direct by virtue of the receipt of 362 shares in connection with the distribution by Entrepreneurs described in footnote 4, which was effected on May 7, 2008.

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.

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