

Khot Prakash  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
Khot Prakash

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311 ARSENAL ST.

(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)  
03/01/2018

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)  
EVP, Chief Technology Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/01/2018                           |  | A                              | 784 <sup>(1)</sup>  | \$ 0  | D  |   |
| Common Stock                    | 03/01/2018                           |  | F                              | 317   | \$ 139.74   | D  |   |
| Common Stock                    | 03/01/2018                           |  | F                              | 921   | \$ 139.74   | D  |   |
| Common Stock                    | 03/01/2018                           |  | A                              | 2,618 <sup>(2)</sup>  | \$ 0  | D  |   |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 137.49  | 03/01/2018                           |  | A                              | 6,441   | 03/01/2019 <sup>(4)</sup> 03/01/2028                     | Common Stock  | 6,441                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Khot Prakash<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL ST.<br>WATERTOWN, MA 02472 |               |           | EVP, Chief<br>Technology<br>Officer |       |

## Signatures

/s/ Dan Haley,  
Attorney-in-Fact

03/05/2018

\*\*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).

On March 1, 2017, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 7,038 PSUs. The PSUs convert into common stock on a one-for-one basis, and vest in three equal annual installments beginning on March 1, 2018 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2017, 2018 and 2019. On February 6, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that certain performance criteria for 2017 was met, resulting in vesting of PSUs as to 784 shares on March 1, 2018.

(2)

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Represents a restricted stock unit ("RSU") award granted under the Issuer's 2007 Stock Option and Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock. The award is subject to time-based vesting and vests in three equal annual installments beginning on March 1, 2019. The RSUs will be settled only in stock.

- (3) Includes 18,243 units of common stock that were granted pursuant to RSU awards under the athenahealth, Inc. 2007 Stock Option and Incentive Plan, as amended and restated. The RSUs are subject to time-based vesting and will be settled only in stock.
- (4) The option award vests in three equal annual installments beginning on March 1, 2019.

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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