

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2009, athenahealth, Inc. (the “Company”) appointed William Winkenwerder, Jr., M.D. to serve as a director of the Company and as a member of its Audit Committee. Dr. Winkenwerder was appointed to serve as a Class I director, holding office until the annual meeting of the Company’s stockholders in 2011 or until his earlier death, resignation, or removal. Under the Company’s director compensation policy, Dr. Winkenwerder will receive an option to purchase 60,000 shares of the Company’s common stock and a \$30,000 annual retainer paid in quarterly installments. Additionally, Dr. Winkenwerder will enter into the Company’s standard form of indemnification agreement.

Dr. Winkenwerder serves as chairman and chief executive officer of The Winkenwerder Company, LLC, a health care consulting firm that he founded in 2007. He also serves as a director of Logistics Health Incorporated, Third Stream Bioscience, Inc., and CapGemini Government Solutions LLC. Dr. Winkenwerder was the Assistant Secretary of Defense for Health Affairs in the U.S. Department of Defense from 2001 to 2007. At the Department of Defense, Dr. Winkenwerder was the leader of the Military Health System, with a \$40 billion annual budget, and the principal medical advisor to the Secretary of Defense. During his tenure, he led groundbreaking advances in battlefield medicine and implementation of the world’s largest electronic health record system (AHLTA). Prior to his government service, Dr. Winkenwerder worked as a senior health executive and practicing physician for more than twenty years. Dr. Winkenwerder received his Bachelor of Science from Davidson College, M.D. from the University of North Carolina, and M.B.A. from the University of Pennsylvania.

A copy of a press release issued on December 15, 2009, by the Company to announce the appointment of Dr. Winkenwerder is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <i>Exhibit No.</i> | <i>Description</i> |
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| 99.1 | Press release issued by athenahealth, Inc. on December 15, 2009. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

athenahealth, Inc.
(Registrant)

December 15, 2009 /s/ **DANIEL H. ORENSTEIN**
Daniel H. Orenstein
VP, General Counsel, and Secretary

EXHIBIT INDEX

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99.1

Press release issued by athenahealth, Inc. on December 15, 2009.