

ATHENAHEALTH INC
Form SC 13D/A
February 12, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

athenahealth, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

04685W103
(CUSIP Number)

Elliott Associates, L.P.

c/o Elliott Management Corporation

40 West 57th Street

New York, NY 10019

with a copy to:

Eleazer Klein, Esq.
Marc Weingarten, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

February 11, 2019
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 7 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

Elliott Associates, L.P.

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY

SOURCE OF FUNDS

4 WC CHECK BOX IF

DISCLOSURE OF LEGAL PROCEEDING IS

5 REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware SOLE VOTING POWER

7 0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8**

0 SOLE DISPOSITIVE POWER **9**

0 SHARED DISPOSITIVE POWER **10**

0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	0 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
13	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% (See Item 4) TYPE OF REPORTING PERSON PN

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1 NAME OF REPORTING PERSON

Elliott International, L.P.

2 CHECK THE APPROPRIATE X BOX IF A MEMBER OF (b) "

3 A GROUP SEC USE ONLY

4 SOURCE OF FUNDS

WC CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **7** SOLE VOTING POWER

0 SHARED VOTING POWER **8**

0 SOLE DISPOSITIVE POWER **9**

0 SHARED DISPOSITIVE **10**

POWER

- 0
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON
- 11
- 0
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
- 12
- 13
- 0% (See Item 4)
TYPE OF REPORTING
PERSON
- 14
- PN

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1 NAME OF REPORTING PERSON

Elliott International
Capital Advisors Inc.

2 CHECK THE APPROPRIATE X

BOX IF A MEMBER OF (b) "

3 A GROUP
4 SEC USE ONLY
SOURCE OF FUNDS

OO
CHECK BOX

5 IF DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

8 0 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

POWER

POWER

POWER

POWER

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POWER

- 0
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON
- 11
- 0
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
- 12
- 13

- 0% (See Item 4)
TYPE OF REPORTING
PERSON
- 14

CO

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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On February 11, 2019, pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent.

At the Effective Time, each share of Common Stock issued and outstanding as of immediately prior to the Effective Time (other than Excluded Shares) was converted into the right to receive the Merger Consideration and all such shares of Common Stock were cancelled and cease to exist. Prior to the Effective Time, the Elliott Funds contributed their shares of Common Stock to Parent for cancellation at the Effective Time without payment of any consideration therefor.

At the Effective Time, the Issuer's certificate of incorporation, as in effect immediately prior to the Merger, was amended and restated in its entirety to read identically to the certificate of incorporation of Merger Sub, and Merger Sub's bylaws, as in effect immediately prior to the Merger, became the bylaws of the Issuer.

Following the closing of the Merger, the shares of Common Stock that previously traded under the ticker symbol "ATHN", ceased trading on, and were delisted from, the NASDAQ Global Select Market, in each case as of the close of business on February 11, 2019. In addition, the shares will be deregistered under the Securities Exchange Act of 1934, as amended.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Merger Agreement, which was incorporated as Exhibit 99.2 to Amendment No. 2 to the Schedule 13D by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed on November 13, 2018.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (c) and (e) of the Schedule 13D are hereby amended and restated as follows:

(a) As a result of the consummation of the Merger on February 11, 2019, as of the date hereof, Elliott, Elliott International and EICA collectively have beneficial ownership of 0 shares of Common Stock constituting 0% of the shares of Common Stock outstanding and combined economic exposure in the Issuer equivalent to 0 shares of Common Stock constituting 0% of the shares of Common Stock outstanding.

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The aggregate percentage of Common Stock reported owned by each person named herein is based upon 0 shares of Common Stock outstanding immediately following the consummation of the Merger, as disclosed directly to the Reporting Persons by the Issuer.

As of the date hereof, Elliott beneficially owned 0 shares of Common Stock, constituting 0% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 0 shares of Common Stock, constituting 0% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 0 shares of Common Stock beneficially owned by Elliott International, constituting 0% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 0 shares of Common Stock, constituting 0% of the shares of Common Stock outstanding.

(c) Except for the transactions described in Item 4 of this Amendment No. 3, no transactions in the shares of Common Stock were effected in the past 60 days by the Reporting Persons, and, to the best of the knowledge of the Reporting Persons, by any of the other persons listed in Item 2 of this Schedule 13D.

(e) February 11, 2019.

**Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT
6. TO SECURITIES OF THE ISSUER**

Item 6 of the Schedule 13D is hereby amended and restated by the addition of the following:

On February 11, 2019, all of the Derivative Agreements previously described in this Item 6 terminated in accordance with their terms. As a result, the Reporting Persons no longer have economic exposure to any shares of Common Stock through such agreements.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 12, 2019

ELLIOTT
ASSOCIATES, L.P.

By: Elliott Capital
Advisors, L.P., as
General Partner

By: Braxton
Associates, Inc., as
General Partner

/s/ Elliot Greenberg
Name: Elliot Greenberg
Title: Vice President

ELLIOTT
INTERNATIONAL,
L.P.

By: Elliott International
Capital Advisors Inc.,
as Attorney-in-Fact

/s/ Elliot Greenberg
Name: Elliot Greenberg
Title: Vice President

ELLIOTT
INTERNATIONAL
CAPITAL ADVISORS
INC.

/s/ Elliot Greenberg
Name: Elliot Greenberg
Title: Vice President