

ATHENAHEALTH INC

Form 4

November 07, 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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMONT ANN H

(Last) (First) (Middle)

C/O OAK INVESTMENT
PARTNERS, ONE GORHAM
ISLAND

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2008		J ⁽¹⁾	2,108,503	D <u>(1)</u> 0	I	See Note <u>(2)</u>
Common Stock					7,181	D ⁽³⁾	
Common Stock	11/07/2008		J ⁽⁴⁾	42,761	D <u>(4)</u> 0	I	See Note <u>(6)</u>
Common Stock	11/07/2008		J ⁽⁵⁾	96,304	D <u>(5)</u> 0	I	See Note <u>(7)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAMONT ANN H
C/O OAK INVESTMENT PARTNERS
ONE GORHAM ISLAND
WESTPORT, CT 06880

X

Signatures

Ann H. Lamont 11/07/2008

**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) On November 7, 2008, Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.

(2) Represents shares directly owned by Oak IX, L.P.

(3) Represents shares directly owned by Ann H. Lamont, a director of the athenahealth inc., of which 3,628 were received as part of the distribution described in footnote 1; 85 were received as part of the distribution described in footnote 4; and 193 were received as part of the distribution described in footnote 5. This acquisition merely reflects a change in beneficial ownership from indirect to direct. No other Reporting Person has any pecuniary interest in these shares.

(4)

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On November 7, 2008, Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX Affiliates, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.

- (5) On November 7, 2008, Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates Fund-A, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX Affiliates Fund-A, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (6) Represents shares directly owned by Oak IX Affiliates, L.P.
- (7) Represents shares directly owned by Oak IX Affiliates Fund-A, L.P.

Remarks:

Remarks

Ann H. Lamont is a Director of athenahealth inc. Ms. Lamont is a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak IX, L.P., Oak IX Affiliates, L.P. and Oak IX Affiliates Fund-A, L.P. are no longer subject to Section 16 because the Reporting Person is not a Director, Officer, or Person in Control of the Issuer.

Oak IX, L.P., Oak IX Affiliates, L.P. and Oak IX Affiliates Fund-A, L.P. are no longer subject to Section 16 because the Reporting Person is not a Director, Officer, or Person in Control of the Issuer.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of the Reporting Person's direct ownership).

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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