

ATHENAHEALTH INC  
Form 8-K  
March 19, 2009  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **March 13, 2009**

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**athenahealth, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-33689</b>	<b>04-3387530</b>
(State or other jurisdiction	(Commission File Number)	(IRS Employer
of incorporation)		Identification No.)

<b>311 Arsenal Street, Watertown, MA</b>	<b>02472</b>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **617-402-1000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On March 13, 2009, Bryan E. Roberts informed athenahealth, Inc. (the “Company”) that, effective as of the end of the annual meeting of stockholders of the Company to be held on June 11, 2009, he will resign as a member of the Company’s Board of Directors as well as from the Audit Committee of that Board. Mr. Roberts, who has served as a director of the Company since 1999, made his decision out of a desire to pursue other interests and not as the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

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**SIGNATURE**

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

**athenahealth, Inc.**

(Registrant)

**March 19, 2009**     **/s/ CARL B. BYERS**

(Date)                Carl B. Byers

*SVP, CFO and Treasurer*