

Bush Jonathan  
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 \*  
**Bush Jonathan**  
  
(Last) (First) (Middle)  
  
**C/O ATHENAHEALTH, INC., 311 ARSENAL STREET**  
  
(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)  
**CEO and President**

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2018		A		5,726 (1)	A	\$ 0 321,533 D
Common Stock	03/01/2018		F		2,546	D	\$ 139.74 318,987 D
Common Stock	03/01/2018		A		7,644 (2)	A	\$ 0 326,631 D
Common Stock	03/01/2018		F		3,398	D	\$ 139.74 323,233 D
Common Stock	03/01/2018		A		10,444 (3)	A	\$ 0 333,677 D

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Common Stock	03/01/2018	S <sup>(4)</sup>	250	D	\$ 139.27	335,106 <sup>(5)</sup>	D	
Common Stock						103,424	I	See Footnote <u>(6)</u>
Common Stock						27,998	I	See Footnote <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)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 137.49	03/01/2018		A	25,693	03/01/2018 <sup>(8)</sup>	03/01/2028	Common Stock	25,693			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bush Jonathan C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	X		CEO and President	

## 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).

(1) On March 1, 2016, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 54,544 PSUs. The PSUs convert into common stock on a one-for-one basis, and vest in three equal annual installments beginning on March 1, 2017 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2016, 2017 and 2018. 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 5,726 shares on March 1, 2018.

(2) On March 1, 2017, the Reporting Person was granted a Performance Stock Unit ("PSU") award of 68,588 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 7,644 shares on March 1, 2018.

(3) 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.

(4) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on October 24, 2017, in accordance with Rule 10b5-1.

(5) Includes 10,444 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. Also includes 1,679 shares confirmed to be held by the Reporting Person pursuant to historical brokerage account records but that were not previously reported due to conflicting records.

(6) These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(7) These shares are owned by The Oscar W. Bush 2007 Gift Trust, the beneficiary of which is Mr. Bush's child. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(8) 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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