

ATHENAHEALTH INC

Form 4

March 03, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Armbruster Bradford Kyle

(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)

03/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

SVP, Chief Product Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2016		M		1,000	A	11	1,000	D
Common Stock	03/01/2016		F		325	D (2)	\$ 132.37	675	D
Common Stock	03/01/2016		M		514	A	11	1,189	D
Common Stock	03/01/2016		F		167	D (2)	\$ 132.37	1,022	D
Common Stock	03/01/2016		M		248	A	11	1,270	D

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Common Stock	03/01/2016	F	80	<u>D</u> (2)	\$ 132.37	1,190	D
Common Stock	03/01/2016	M	265	A	<u>(1)</u>	1,455	D
Common Stock	03/01/2016	F	86	<u>D</u> (2)	\$ 132.37	1,369	D

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	1,000	<u>(4)</u> 03/01/2019	Common Stock	1,000
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	514	<u>(5)</u> 03/01/2019	Common Stock	514
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	248	<u>(6)</u> 03/01/2018	Common Stock	248
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	265	<u>(7)</u> 03/01/2017	Common Stock	265

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Armbruster Bradford Kyle C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	SVP, Chief Product Officer

Signatures

/s/ Lan Marinelli
Attorney-in-Fact

03/02/2016

__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) Restricted Stock Unit convert into common stock on a one-for-one basis.
- (2) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (4) On March 2, 2015, the Reporting Person was granted 4,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (5) On March 2, 2015, the Reporting Person was granted 2,056 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2016.
- (6) On March 3, 2014, the Reporting Person was granted 991 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.
- (7) On March 1, 2013, the Reporting Person was granted 1,059 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.