





## Explanatory Note

On June 16, 2011, athenahealth, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original 8-K”) to, among other things, report the results of the voting at the 2011 annual meeting of stockholders of the Company held on June 9, 2011 (the “Annual Meeting”) on a non-binding advisory vote regarding the frequency of future advisory votes on executive compensation. In the Original 8-K, the Company stated that the Board of Directors of the Company will evaluate the results of such non-binding advisory vote and make a determination as to whether the Company will submit future non-binding advisory votes on executive compensation for consideration by stockholders every one, two, or three years. This Current Report on Form 8-K/A is being filed to update the disclosure under “Item 5.07 Submission of Matters to a Vote of Security Holders” of the Original 8-K to provide information regarding such determination. No other changes are being made to the Original 8-K.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

As reported in the Original 8-K, a majority of the shares that voted at the Annual Meeting on a non-binding advisory vote regarding the frequency of future advisory votes on executive compensation voted for the Company to hold such votes on executive compensation on an annual basis. In light of this result, and after discussion by the Board of Directors, the Board of Directors determined at its meeting on October 18, 2011, that the Company will hold future non-binding, advisory votes on executive compensation on an annual basis until the next required non-binding advisory vote on the frequency of such votes on executive compensation.

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## SIGNATURES

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

**athenahealth, Inc.**

(Registrant)

**October 18, 2011**    /s/ **DANIEL H. ORENSTEIN**

Daniel H. Orenstein

*SVP, General Counsel, and Secretary*