

ATHENAHEALTH INC

Form 3

September 19, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â VENROCK ASSOCIATES II
LP

(Last) (First) (Middle)

C/O VENROCK
ASSOCIATES,Â 2494 SAND
HILL ROAD, SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/19/20073. Issuer Name **and** Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	34,850	\$ (1)	D (3)	Â
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	50,150	\$ (1)	D (4)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	870,352	\$ (1)	D (3)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,252,382	\$ (1)	D (4)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	111,720	\$ (1)	D (5)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	571,091	\$ (1)	D (3)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	821,815	\$ (1)	D (4)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	58,038	\$ (1)	D (5)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	71,596	\$ (1)	D (3)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	103,030	\$ (1)	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES II LP C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
VENROCK ASSOCIATES C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
VENROCK ENTREPRENEURS FUND LP C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
VENROCK MANAGEMENT LLC C/O VENROCK ASSOCIATES	Â	Â X	Â	Â

2494 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

/s/ Bryan E.
Roberts

09/19/2007

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares will automatically convert into common stock on a one-for-one basis upon the closing of the Issuer's initial public offering of common stock.
- (2) The preferred stock has no expiration date.
- (3) Represents shares directly owned by Venrock Associates.
- (4) Represents shares directly owned by Venrock Associates, II, L.P.
- (5) Venrock Management, LLC is the general partner of Venrock Entrepreneurs Fund, L.P. Venrock Management, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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.