

ATHENAHEALTH INC

Form 4

March 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
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)
03/01/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/01/2017 | | A | (A) or (D) V Amount Price 1,577 (1) A \$ 0 | 17,503 (2) | D | |
| Common Stock | 03/01/2017 | | F | 513 D \$ 117.22 | 16,990 | D | |
| Common Stock | 03/01/2017 | | F | 86 D \$ 117.22 | 16,904 | D | |
| Common Stock | 03/01/2017 | | F | 81 D \$ 117.22 | 16,823 | D | |
| Common Stock | 03/01/2017 | | F | 167 D \$ 117.22 | 16,656 | D | |

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- Includes 15,926 Restricted Stock Units (each, an "RSU") that are subject to time-based vesting and will be settled only in stock. The
- (2) unvested RSUs were previously reported by the Reporting Person as derivative securities. Effective March 1, 2017, the Reporting Person has determined to report RSU awards that are subject to time-based vesting and only settled in stock as non-derivative securities in his ownership reports.
- (3) 13,900 of these securities are units of common stock granted pursuant to RSU awards. The units are subject to time-based vesting.

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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