



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 9, 2010, Ann H. Lamont informed athenahealth, Inc. (the “Company”) that, effective as of the end of the annual meeting of stockholders of the Company to be held on May 27, 2010, she will resign as a member of the Company’s Board of Directors as well as from the compensation committee and nominating and corporate governance committee of the Board of Directors. Ms. Lamont, who has served as a director of the Company since 2000, made her decision out of a desire to pursue other interests and not as the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

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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)

**April 15, 2010 /s/ DANIEL H. ORENSTEIN**

Daniel H. Orenstein

*VP, General Counsel, and Secretary*