

(Instr. 5)

Stock Option (Right to Buy) 05/24/2009⁽¹⁾ 03/02/2019 Common Stock 210,000 \$ 25.67 D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON DAVID ERIC C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	Â	Â	Â EVP and COO	Â

Signatures

/s/ Daniel H. Orenstein
Attorney-in-Fact 03/23/2009

__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) Subject to Reporting Person's continued relationship with Issuer, this option vests and becomes exercisable over a four-year period at a rate of 13,125 shares at the end of each three-month period following the vesting start date, February 24, 2009, until fully vested and exercisable on February 24, 2013.

Â

Remarks:

This Form 3 is filed late because of delay in obtaining filing codes (the Reporting Person previously

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.