

Hull Brandon H
 Form 4
 February 13, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Hull Brandon H

(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)
 02/11/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
Common Stock	02/11/2019		D ⁽¹⁾	(A) or (D) 7,161	\$ 135 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Pursuant to the terms of the Agreement and Plan of Merger, dated as of November 11, 2018, among athenahealth, Inc. (the "Company"), May Holding Corp., and May Merger Sub Inc. (the "Merger Agreement"), on February 11, 2019, each share of athenahealth common (1) stock, par value \$0.01 ("Common Stock") issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) and not otherwise excluded pursuant to the terms of the Merger Agreement, was converted into the right to receive \$135.00 per share in cash (the "Merger Consideration"), subject to any required withholding taxes.

(2) 1,931 of these securities represent shares of Common Stock underlying athenahealth restricted stock unit ("RSU") awards subject to time-based vesting. Pursuant to the Merger Agreement, on February 11, 2019, unvested RSUs outstanding immediately prior to the Effective Time were canceled and converted into the right to receive the Merger Consideration.

Represents shares of Common Stock underlying a non-qualified stock option ("Option") award with an exercise price less than \$135.

(3) Pursuant to the Merger Agreement, on February 11, 2019, each vested or unvested in-the-money Option outstanding immediately prior to the Effective Time was canceled and the underlying shares converted into the right to receive the Merger Consideration (net of the Option exercise price, as described in the Merger Agreement).

(4) The price reflected in this column is the cash payment amount per Option (representing the difference between the Merger Consideration and the Option exercise price).

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.