

DRAPER TIMOTHY C
Form 4
March 24, 2008

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 *
Draper Fisher Jurvetson Fund VI,
L.P.

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE
150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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 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 | 03/20/2008 | | J ⁽¹⁾ | V Amount 1,842,150 D Price \$ 0 | 1,842,150 ₍₁₎ | D <u>(1)</u> <u>(2)</u> | |
| Common Stock | | | | | 173,293 | I | Draper Fisher Jurvetson Management Co. VI, LLC <u>(3)</u> |
| Common Stock | 03/20/2008 | | J ⁽⁴⁾ | V Amount 134,358 D Price \$ 0 | 134,358 <u>(4)</u> | I | Draper Fisher Jurvetson Partners VI, LLC <u>(4)</u> |

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| | | | |
|--------------|--------|---|-------------------------------------|
| Common Stock | 84,561 | I | Timothy C. Draper ⁽⁵⁾ |
| Common Stock | 86,857 | I | John H.N. Fisher ⁽⁶⁾ |
| Common Stock | 72,153 | I | Stephen T. Jurvetson ⁽⁷⁾ |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VI, L.P. 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER TIMOTHY C 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| Fisher John H N 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| Jurvetson Stephen T 2882 SAND HILL ROAD, SUITE 150 | | X | | |

Relationships:

- (1) Draper Fisher Jurvetson Fund VI, L.P. is a California limited partnership ("Fund VI").
- (2) Draper Fisher Jurvetson Management Co. VI, LLC (the "General Partner") is the general partner of Fund VI. The managing members of the General Partner are Messrs. Draper, Fisher and Jurvetson.
- (3) Draper Fisher Jurvetson Partners VI, LLC (the "Side Fund") is a side-by-side fund of Fund VI. The managing members of the Side Fund are Messrs. Draper, Fisher and Jurvetson.

Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held directly by Fund VI, the General Partner and the Side Fund.

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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