

ATHENAHEALTH INC  
Form S-8  
August 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**athenahealth, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**311 Arsenal Street, Watertown, Massachusetts**  
(Address of Principal Executive Offices)

**04-3387530**  
(I.R.S. Employer  
Identification No.)

**02472**  
(Zip Code)

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2007 Stock Option and Incentive Plan, as amended and restated

(Full title of the plan)

**Jonathan Bush**

**Chief Executive Officer, President, and**

**Chairman of the Board of Directors**

**athenahealth, Inc.**

**311 Arsenal Street**

**Watertown, Massachusetts 02472**

(Name and address of agent for service)

**(617) 402-1000**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Daniel H. Orenstein, Esq.**

**athenahealth, Inc.**

**311 Arsenal Street**

**Watertown, Massachusetts 02472**

**(617) 402-1000**

**Lawrence S. Wittenberg, Esq.**

**Michael H. Bison, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, Massachusetts 02109**

**(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x

Accelerated filer

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Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(2)</sup></b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	3,150,000	\$92.49	\$291,343,500.00	\$33,387.97

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Common Stock issued to prevent any dilution resulting from stock splits, stock dividends, recapitalizations, or similar transactions.
- (2) An assumed price of \$92.49 per share, which is the average of the high and low prices of Common Stock reported on the Nasdaq Global Select Market on July 27, 2012, is set forth solely for purposes of calculating the filing fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, and has been used only for those shares without a fixed exercise price.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2007 Stock Option and Incentive Plan (the "Plan"). On each of June 9, 2011, and June 7, 2012, the Registrant's stockholders approved an amendment and restatement of the Plan that increased the number of shares of Common Stock available for issuance thereunder by 1,300,000 and 1,850,000 shares, respectively. This Registration Statement registers these additional 3,150,000 shares of Common Stock available for issuance under the Plan. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statements filed on Form S-8 (SEC File Nos. 333-146340 and 333-172619) on September 27, 2007, and March 4, 2011 are effective. The contents of those registration statements are hereby incorporated by reference pursuant to General Instruction E.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

Exhibit No.	Description of Exhibit
5.1	Opinion of Goodwin Procter LLP (filed herewith)
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm (filed herewith)
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)
99.1	athenahealth, Inc. 2007 Stock Option and Incentive Plan, as amended and restated May 27, 2011 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed October 21, 2011)
99.2	athenahealth, Inc. 2007 Stock Option and Incentive Plan, as amended and restated April 24, 2012 (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement, filed April 26, 2012)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts, on August 3, 2012.

ATHENAHEALTH, INC.

By: /s/ Jonathan Bush  
Jonathan Bush

Chief Executive Officer, President, and

Chairman of the Board of Directors

**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Jonathan Bush and Timothy M. Adams as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Jonathan Bush Jonathan Bush	Chief Executive Officer, President, and Chairman of the Board of Directors (Principal Executive Officer)	August 3, 2012
/s/ Timothy M. Adams Timothy M. Adams	Chief Financial Officer and Senior Vice President (Principal Financial Officer and Principal Accounting Officer)	August 3, 2012
/s/ Ruben J. King-Shaw, Jr. Ruben J. King-Shaw, Jr.	Lead Director	August 3, 2012
/s/ Charles D. Baker Charles D. Baker	Director	July 30, 2012
/s/ Brandon H. Hull Brandon H. Hull	Director	August 2, 2012
/s/ Dev Ittycheria Dev Ittycheria	Director	July 30, 2012

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Dev Ittycheria

/s/ John A. Kane

Director

August 1, 2012

John A. Kane

/s/ Jacqueline B. Kosecoff

Director

July 30, 2012

Jacqueline B. Kosecoff

/s/ James L. Mann

Director

July 30, 2012

James L. Mann

/s/ David E. Robinson

Director

July 30, 2012

David E. Robinson

/s/ William Winkenwerder, Jr.

Director

August 3, 2012

William Winkenwerder, Jr.

**INDEX TO EXHIBITS**

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