

ATHENAHEALTH INC  
 Form 3  
 September 19, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â VENROCK ASSOCIATES II LP			(Month/Day/Year)	ATHENAHEALTH INC [ATHN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
C/O VENROCK ASSOCIATES,Â 2494 SAND HILL ROAD, SUITE 200			(Check all applicable)		
(Street)			___ Director		___X___ 10% Owner
MENLO PARK,Â CAÂ 94025			___ Officer		___ Other
(City)	(State)	(Zip)	(give title below)		(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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	34,850	\$ (1)	D (3)	Â
Series A-1 preferred stock	Â (1)	Â (2)	Common Stock	50,150	\$ (1)	D (4)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	870,352	\$ (1)	D (3)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	1,252,382	\$ (1)	D (4)	Â
Series C preferred stock	Â (1)	Â (2)	Common Stock	111,720	\$ (1)	D (5)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	571,091	\$ (1)	D (3)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	821,815	\$ (1)	D (4)	Â
Series D preferred stock	Â (1)	Â (2)	Common Stock	58,038	\$ (1)	D (5)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	71,596	\$ (1)	D (3)	Â
Series E preferred stock	Â (1)	Â (2)	Common Stock	103,030	\$ (1)	D (4)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES II LP C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
VENROCK ASSOCIATES C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
VENROCK ENTREPRENEURS FUND LP C/O VENROCK ASSOCIATES 2494 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
VENROCK MANAGEMENT LLC C/O VENROCK ASSOCIATES	Â	Â X	Â	Â

2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

## Signatures

/s/ Bryan E.  
Roberts

09/19/2007

\*\*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) These shares will automatically convert into common stock on a one-for-one basis upon the closing of the Issuer's initial public offering of common stock.
- (2) The preferred stock has no expiration date.
- (3) Represents shares directly owned by Venrock Associates.
- (4) Represents shares directly owned by Venrock Associates, II, L.P.
- (5) Venrock Management, LLC is the general partner of Venrock Entrepreneurs Fund, L.P. Venrock Management, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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.