

VENROCK ASSOCIATES II LP  
 Form 4  
 May 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**VENROCK ASSOCIATES II LP**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**C/O VENROCK, 2494 SAND HILL ROAD, SUITE 200**

**05/07/2008**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**MENLO PARK, CA 94025**

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2008		J <sup>(1)</sup>	392,304 D ②	1,155,553	D	<sup>(1)</sup>
Common Stock	05/07/2008		J <sup>(3)</sup>	564,594 D ②	1,662,812	D	<sup>(3)</sup>
Common Stock	05/07/2008		J <sup>(4)</sup>	43,007 D ②	126,754	D	<sup>(4)</sup>
Common Stock	05/07/2008		J <sup>(5)</sup>	362 A ②	362	D	<sup>(5)</sup>

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)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

VENROCK ASSOCIATES II LP  
C/O VENROCK  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

VENROCK ASSOCIATES  
ROOM 5508  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

X

VENROCK ENTREPRENEURS FUND LP  
0001239244  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

VENROCK MANAGEMENT LLC  
C/O VENROCK  
2494 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

## Signatures

VENROCK ASSOCIATES II, L.P. By: /s/ Bryan E. Roberts Name: Bryan E. Roberts Title: General Partner

05/09/2009

