

ATHENAHEALTH INC  
Form 8-K  
April 28, 2011

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) April 28, 2011**

**athenahealth, Inc.**

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation)                 | <b>001-33689</b><br>(Commission<br>File Number) | <b>04-3387530</b><br>(IRS Employer<br>Identification No.) |
| <b>311 Arsenal Street, Watertown, MA</b><br>(Address of principal executive offices) | <b>02472</b><br>(Zip Code)                      |   |
| Registrant's telephone number, including area code: <b>617-402-1000</b>              |   |   |

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On April 28, 2011, athenahealth, Inc. issued a press release regarding its financial and operational results for the quarter ended March 31, 2011. athenahealth, Inc. also posted prepared remarks with respect to its third quarter results on the Investors section of its website at www.athenahealth.com. Copies of the press release and prepared remarks are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

The information included in this Current Report on Form 8-K pursuant to this Item 2.02, including Exhibit 99.1 and Exhibit 99.2 attached hereto, is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <i>Exhibit No.</i> | <i>Description</i>  |
|--------------------|---|
| 99.1               | Press release issued by athenahealth, Inc. on April 28, 2011, furnished herewith. |
| 99.2               | Prepared remarks dated as of April 28, 2011, furnished herewith.                  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**athenahealth, Inc.**

(Registrant)

**April 28, 2011**

**/s/ TIMOTHY M. ADAMS**

Timothy M. Adams  
*CFO & SVP*

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