

ATHENAHEALTH INC

Form 4

March 06, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Park Ed

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311  
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

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

03/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		A	Amount 1,896 (1)	A \$ 0 12,960 (2)	D	
Common Stock	03/01/2017		F	1,145 D	\$ 117.22 11,815	D	
Common Stock	03/01/2017		F	163 D	\$ 117.22 11,652	D	
Common Stock	03/01/2017		A	1,906 (3)	A \$ 0 13,558	D	
Common Stock	03/01/2017		F	619 D	\$ 117.22 12,939	D	

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Common Stock	03/01/2017	A	<u>3,366</u> (4)	A	\$ 0	16,305	D
Common Stock	03/01/2017	F	1,377	D	\$ 117.22	14,928	D
Common Stock	03/01/2017	A	<u>4,718</u> (5)	A	\$ 0	19,646	D
Common Stock	03/01/2017	F	2,221	D	\$ 117.22	17,425 <sup>(6)</sup>	D

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

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SEC 1474  
(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 Following Reported Transaction (Instr. 3)
				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
Park Ed C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	X

## Signatures

/s/ Lan Marinelli  
Attorney-in-Fact  
03/06/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Represents an award of Restricted Stock Units ("RSUs") under the Issuer's 2007 Stock Option and Incentive Plan, as amended and

(1) restated, granted pursuant to the Issuer's 2017 Director Compensation Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs fully vest on March 1, 2018.

Includes 345 RSUs that are subject to time-based vesting and will be settled only in stock. The unvested RSUs were previously reported

(2) by the Reporting Person as derivative securities. Effective March 1, 2017, the Reporting Person has determined to report RSU awards that are only settled in stock as non-derivative securities in his ownership reports.

On March 3, 2014, the Reporting Person was granted a PSU award of 7,623 PSUs. The PSUs vest in four equal annual installments

(3) beginning on March 1, 2015 based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2014. On February 10, 2015, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria for 2014 was met, resulting in vesting of the PSUs as to 1,906 shares on March 1, 2017.

On March 2, 2015, the Reporting Person was granted a PSU award of 13,465 PSUs. The PSUs vest in four equal annual installments

(4) beginning on March 1, 2016 based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2015. On February 9, 2016, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria for 2015 was met, resulting in vesting of the PSUs as to 3,366 shares on March 1, 2017.

On March 1, 2016, the Reporting Person was granted a PSU award of 17,700 PSUs. The PSUs vest in three equal annual installments

(5) beginning on March 1, 2017 based on the Issuer's satisfaction of certain performance criteria for the fiscal years ending December 31, 2016, 2017 and 2018. On February 7, 2017, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria for 2016 was met, resulting in vesting of PSUs as to 4,718 shares on March 1, 2017.

(6) 1,896 of these securities are units of common stock granted pursuant to RSU awards. The units are subject to time-based vesting.

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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