



**Item 1.01 Entry into a Material Definitive Agreement.**

On July 1, 2009, athenahealth, Inc. (the “Company”) entered into a schedule and statement of work (the “SOW”) under the Master Agreement for U.S. Availability Services it entered into as of March 31, 2007 (the “Master Agreement”), with SunGard Availability Services LP (“SunGard”). As previously reported, the Master Agreement provided for the parties to enter into a schedule and/or statement of work for additional business continuity services to be performed by SunGard thereunder. The SOW provides for an expansion of the business continuity services to be performed by SunGard from July 1, 2009 (the “Effective Date”), until a mutually agreed upon date. Consideration payable under the SOW is to be made in three installments: on the Effective Date, one month following the Effective Date, and upon project completion. With the exception of the fact that James L. Mann, a member of the Company’s Board of Directors, is also a director of SunGard Data Systems Inc., the parent corporation of SunGard, there are no material relationships between the Company and SunGard, or between any of their respective affiliates, other than in respect of the Master Agreement, the SOW, and related agreements.

The Company will be requesting confidential treatment for certain portions of the SOW, and intends to file a redacted copy of the SOW as an exhibit to its quarterly report on Form 10-Q for the quarter ending June 30, 2009.

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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)

**July 8, 2009** /s/ **DANIEL H. ORENSTEIN**

Daniel H. Orenstein

*VP, General Counsel, and Secretary*