

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 29, 2009, Todd Y. Park informed athenahealth, Inc. (the “Company”) that, effective as of August 10, 2009, he will resign as a member of the Company’s Board of Directors. Mr. Park, who is a co-founder and has served as a director of the Company since January 1, 2008, made his decision out of his desire to accept the position of Chief Technology Officer for the U.S. government’s Department of Health and Human Services and not as the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices. Mr. Park will be required to divest his stock position in the Company in order to meet the requirements of his government service. A copy of a press release issued by the Company regarding Mr. Park’s announcement is attached as Exhibit 99.1.

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 August 3, 2009

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)

August 3, 2009 /s/ **DANIEL H. ORENSTEIN**

Daniel H. Orenstein

VP, General Counsel, and Secretary

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