

Hull Brandon H  
Form 4/A  
August 26, 2008

**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 \*  
Hull Brandon H

(Last) (First) (Middle)

C/O CARDINAL PARTNERS, 600  
ALEXANDER PARK, SUITE 204

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/14/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/18/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 08/14/2008                           |                                                    | J <sup>(1)</sup>               |                                                                   | 306,450 | D          | \$ 0  | 306,446                                                                                       | I                                                        | See Footnote <sup>(2)</sup>                           |
| Common Stock                    | 08/14/2008                           |                                                    | J <sup>(3)</sup>               |                                                                   | 232,190 | D          | \$ 0  | 232,184                                                                                       | I                                                        | See Footnote <sup>(4)</sup>                           |
| Common Stock                    | 08/14/2008                           |                                                    | J <sup>(1)</sup>               |                                                                   | 17,690  | A          | \$ 0  | 90,467                                                                                        | D <sup>(5)</sup>                                         |                                                       |
| Common Stock                    | 08/14/2008                           |                                                    | J <sup>(3)</sup>               |                                                                   | 17,140  | A          | \$ 0  | 107,607                                                                                       | D <sup>(6)</sup>                                         |                                                       |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |              |         |       |
|-------------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                                 | Director      | 10%<br>Owner | Officer | Other |
| Hull Brandon H<br>C/O CARDINAL PARTNERS<br>600 ALEXANDER PARK, SUITE 204<br>PRINCETON, NJ 08540 | X             |              |         |       |

## Signatures

/s/ Daniel H. Orenstein  
Attorney-in-Fact

08/26/2008

\*\*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).

(1) On August 14, 2008, Cardinal Health Partners, L.P. ("Fund I") made a pro rata, in-kind distribution, without any additional consideration, of Issuer's common stock to the Reporting Person and other partners of Fund I.

(2) The Reporting Person is a Director of the Issuer and a managing member of Cardinal Health Partners Management, L.L.C. which is the general partner of Fund I. The shares reported are owned directly by Fund I. The shares reported are owned indirectly by the Reporting Person named herein, who disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(3) On August 14, 2008, CHP II, L.P. ("Fund II") made a pro rata, in-kind distribution, without any additional consideration, of the Issuer's common stock to the Reporting Person and other partners of Fund II.

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- (4) The Reporting Person is a Director of the Issuer and a managing member of CHP II Management, L.L.C. which is the general partner of Fund II. The shares reported are owned directly by Fund II. The shares reported are owned indirectly by the Reporting Person named herein, who disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (5) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 1. This acquisition merely reflects a change in beneficial ownership from indirect to direct.
- (6) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 3. This acquisition merely reflects a change in beneficial ownership from indirect to direct.

### Remarks:

The original Form 4 filed with the Securities and Exchange Commission (the "SEC") on August 18, 2008 (the "August 18 Form 4").

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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