

ATHENAHEALTH INC  
Form 8-K  
October 22, 2012

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) October 17, 2012  
athenahealth, Inc.

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-33689                   | 04-3387530                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 311 Arsenal Street, Watertown, MA        | 02472      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: 617-402-1000

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

On October 17, 2012, Ruben J. King-Shaw, Jr., a member of the Board of Directors of athenahealth, Inc. (the "Company"), informed the Company that he does not intend to stand for re-election at the Company's 2013 annual meeting of stockholders. Mr. King-Shaw is a member of the audit committee of the Board of Directors. His decision to not stand for re-election to the Board of Directors is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

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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.

October 22, 2012

athenahealth, Inc.

(Registrant)

/s/ DANIEL H. ORENSTEIN

Daniel H. Orenstein

SVP, General Counsel, and Secretary