

ATHENAHEALTH INC  
Form 10-Q/A  
October 23, 2013

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

Form 10-Q/A  
Amendment No.1  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended September 30, 2013  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-33689  
athenahealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

04-3387530

(I.R.S. Employer  
Identification No.)

311 Arsenal Street,  
Watertown, Massachusetts

(Address of principal executive offices)

617-402-1000

(Registrant's telephone number, including area code)

02472

(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

At October 21, 2013, the registrant had 37,188,593 shares of common stock, par value \$0.01 per share, outstanding.



Explanatory Note

athenahealth, Inc. (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which was filed with the Securities and Exchange Commission on October 18, 2013 (the “Original Form 10-Q”). The Company is filing this Amendment for the purpose of (1) correcting the financial quarter identified in the certification by the Company’s Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, which was filed as Exhibit 32.1, and (2) correcting Part II, Item 6, Exhibits, by removing a footnote regarding our XBRL filings being furnished and not filed for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934. Other than as described above, no other statement or amount has been changed from those presented in the Original Form 10-Q, and this Amendment does not modify, amend, or update in any way any of the financial or other information contained in the Original Form 10-Q. This Amendment does not reflect events that may have occurred subsequent to the filing date of the Original Form 10-Q.

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|---------------|--|
| Item 6.       | Exhibits.  |
| (a) Exhibits. |  |
| Exhibit No.   | Exhibit Index  |
| †10.1         | 2007 Stock Option and Incentive Plan of the Registrant, as amended, and form of agreements thereunder  |
| 31.1          | Rule 13a-14(a) or 15d-14 Certification of Chief Executive Officer  |
| 31.2          | Rule 13a-14(a) or 15d-14 Certification of Chief Financial Officer  |
| 32.1*         | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Exchange Act rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350   |
| 101           | The following financial statements from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on October 18, 2013, formatted in XBRL, as follows:<br>(i) the Condensed Consolidated Balance Sheets<br>(ii) the Condensed Consolidated Statements of Income<br>(iii) the Condensed Consolidated Statements of Comprehensive Income<br>(iv) the Condensed Consolidated Statements of Cash Flows<br>(v) the Notes to the Condensed Consolidated Financial Statements, tagged in summary and detail |

†Indicates a management contract or any compensatory plan, contract, or arrangement.

\*Furnished herewith.

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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 thereunto duly authorized.

ATHENAHEALTH, INC.

By: /s/ Jonathan Bush  
Jonathan Bush  
Chief Executive Officer, President, and Chairman

By: /s/ Timothy M. Adams  
Timothy M. Adams  
Chief Financial Officer,  
Senior Vice President, and Treasurer

Date: October 23, 2013