

ATHENAHEALTH INC  
Form 8-K  
December 22, 2011  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **December 19, 2011**

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**athenahealth, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-33689</b>	<b>04-3387530</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>311 Arsenal Street, Watertown, MA</b>	<b>02472</b>	
(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 December 19, 2011, Richard N. Foster, 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 2012 annual meeting of stockholders. Mr. Foster is a member of the compensation 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.

**athenahealth, Inc.**  
(Registrant)

**December 22, 2011**    **/s/ DANIEL H. ORENSTEIN**  
Daniel H. Orenstein  
*SVP, General Counsel, and Secretary*